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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 DOMESTIC SHARE CLASS MEETING OF 2015**

**NOTICE IS HEREBY GIVEN** that the first domestic share class meeting of 2015 (the “**Domestic Share Class Meeting**”) 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, after the H share class meeting for the following purposes.

A circular containing following resolutions and the notice convening the Domestic Share Class Meeting (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.

### **SPECIAL RESOLUTIONS**

- 1. To consider and approve the Issue of A Shares and the following items of the Issue of A Shares:**
  - 1.1 Class and nominal value of shares to be issued
  - 1.2 Number to be issued
  - 1.3 Method of issue
  - 1.4 Target subscribers
  - 1.5 Issue price and basis for determination of the issue price
  - 1.6 Form of underwriting

- 1.7 Use of Proceeds
- 1.8 Allocation of accumulated undistributed profits prior to the Issue of A Shares
- 1.9 Proposed stock exchange for listing
- 1.10 Application of the listing of the Domestic Shares
- 1.11 Transfer of state-owned corporate shares
- 1.12 Validity
- 2. To consider and approve the relevant undertakings on the disclosure of information in the prospectus published in connection with the Issue of A Shares**
- 3. To consider and approve the stock price stabilization plan**
- 4. 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 Domestic Share Class Meeting 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 Domestic Share Class Meeting 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 Domestic Share Class Meeting, 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 head office in China not less than 24 hours prior to the holding of the Domestic Share Class Meeting. 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 Domestic Share Class Meeting on behalf of the appointer.
6. The Company has the rights to request a proxy who attends the Domestic Share Class Meeting on behalf of a shareholder to produce proof of identity.
7. The Domestic Share Class Meeting is expected to take less than half day. Shareholders who attend the Domestic Share Class Meeting 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.*