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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)**

## **ANNOUNCEMENT**

### **GENERAL MANDATE TO ISSUE RENEWABLE CORPORATE BONDS IN THE PRC**

The board of directors (the “**Board**”) of China Aluminum International Engineering Corporation Limited (the “**Company**”) hereby announces that in order to expand the existing financing channels of the Company, enhance financing capability and reduce financing cost, the Company proposes to issue onshore renewable corporate bonds (the “**Renewable Bonds**”) on a one-off or multiple issuances or multi-tranche issuances basis. Details are as follows:

#### **ISSUER, SIZE OF ISSUANCE AND METHOD OF ISSUANCE**

The Company will be the issuer of the Renewable Bonds, which shall be issued on a one-off, multiple issuances or multi-tranche issuances basis through public offerings or private placements in the PRC. The sizes of the issuance of the Renewable bonds shall be, in aggregate, no more than RMB4 billion (inclusive of RMB4 billion, calculated based on the balance outstanding upon issuance), and shall be in compliance with the requirements prescribed in the relevant laws and regulations regarding the maximum amount of the Renewable Bonds to be issued.

The Company will authorize the Board and agree the Board in turn to authorize its working committee which comprises the chairman, the president and the chief financial officer of the Company (“**Authorized Committee**”) to determine, at its sole discretion, the specific issuing entity, the size of issuance, the number of tranches, the currency and the method of each issuance in accordance with the relevant laws and regulations after taking into account the advices and recommendations made by the regulatory authorities, capital requirement of the Company and the prevailing market conditions at the time of issuance on the principle of maximizing the interest of the Company.

## **INTEREST RATE**

To authorize the Board and agree the Board in turn to authorize its Authorized Committee and the lead underwriter(s) (if any) to determine the interest rate of the Renewable Bonds as well as the method of calculation and payment thereof in accordance with the then prevailing market conditions at the time of issuance and the relevant regulations in respect of the administration on the interest rate.

## **CREDIT ENHANCEMENT OF BONDS AND OTHER ARRANGEMENTS**

To authorize and agree the Board in turn to authorize its Authorized Committee to determine the credit enhancement arrangement on the issuance of the Renewable Bonds in accordance with the laws. Depending on the structure of each issuance, the Renewable Bonds may be issued with credit enhancement arrangements (including but not limited to, a guarantee or an issue of letter of support or a keep-well agreement) provided by third parties. The Board shall be authorized and in turn be agreed to authorize its Authorized Committee to determine the specific credit enhancement arrangements such as the provision of guarantee, the issuance of the letter of support or keep-well agreement in accordance with the structure of each issuance.

## **USE OF PROCEEDS**

The proceeds from the issuance of Renewable Bonds will be applied to meet the business operation needs of the Company, adjust the debt structure of the Company, supplement the working capital of the Company and/or make project investment. The Board shall be authorized and in turn to be agreed to authorize its Authorized Committee to determine the specific use of proceeds in accordance with the capital requirement of the Company.

## **ISSUING PRICE**

The Board shall be authorized and in turn be agreed to authorize its Authorized Committee to determine the issuing price of the Renewable Bonds in accordance with the then prevailing market conditions at the time of each issuance and the relevant laws and regulations.

## **TYPES OF TERMS**

Renewable bonds can be issued in various types of terms. The Board shall be authorized and in turn be agreed to authorize its Authorized Committee to determine the specific term of each type of the Renewable Bonds in accordance with the need of the Company, market conditions and the requirements under relevant laws and regulations.

## **TARGET SUBSCRIBERS OF ISSUE AND THE ARRANGEMENT FOR PLACEMENT TO THE SHAREHOLDERS OF THE COMPANY**

The target subscribers of issue of the Renewable Bonds will be the investors who are eligible for subscription.

## **LISTING OF THE RENEWABLE BONDS**

The Board shall be authorized and in turn be agreed to authorize its Authorized Committee to determine the relevant matters in relation to the application for the listing of the Renewable Bonds in accordance with the actual conditions of the Company and the market conditions.

## **VALIDITY PERIOD OF RESOLUTION**

The resolution is valid for 36 months from the date of consideration and approval at the general meeting.

Where the Board and/or its Authorized Committee had, during the validity period of the authorization, determined the issuance or partial issuance of Renewable Bonds, and the Company had also, during the validity period of the authorization, obtained the approval, permit, filing or registration from the regulatory authorities on the issuance (if applicable), the Company may, during the confirmed validity period of such approval, permit, filing or registration, complete the issuance or relevant partial issuance of the Renewable Bonds.

## **AUTHORIZATIONS FOR THE ISSUANCE OF RENEWABLE BONDS**

To ensure effective coordination of the issuance of Renewable Bonds and the particulars in the issuance processes, the Board shall be authorized and in turn to be agreed to authorize its Authorized Committee to deal with all matters in connection with the issuance of Renewable Bonds in accordance with the requirements of relevant laws and regulations as well as opinions and advices from the regulatory authorities, within the framework and under the principles approved at the general meeting on the principle of maximizing the interest of the Company, including but not limited to:

- (A) formation and adjustment of detailed plans for the issuance of Renewable Bonds in accordance with the applicable laws and regulations, relevant provisions of the regulatory authorities and resolutions passed at the general meeting of the Company, and based on the actual conditions of the Company and the relevant bond markets, including but not limited to, the appropriate time of issuance, specific amount and way of issuance, terms of issuance, target subscribers and maturity of issuance, whether to issue on a one-off, multiple issuance, multi tranches issuance or multiple-category issuance basis and, if on multiple issuance, multi-tranche issuance or multiple-category issuance basis, the arrangement of issuing scale and term, par value, determination of interest rate, pricing method, arrangement of issuance, credit enhancement, rating, detailed methods for application and subscription, whether to set up terms for repurchase and redemption, detailed placement arrangement, use of proceeds, application and registration, listing of bond and the listing venue, measures for mitigation of repayment risks, measures to safeguard repayment, etc., and all matters relating to the issuance of Renewable Bonds;
- (B) determining and appointing intermediaries, signing, executing, amending and completing all agreements and documents relating to the issuance of Renewable Bonds, including but not limited to, underwriting agreement, guarantee agreement, letter of support or keep-well agreement, bond indenture, engagement letter with agents, entrusted management agreement, settlement management agreement, registration and custody

agreement, listing agreement and other legal documents, and disclosing the relevant information in accordance with the relevant laws and regulations and the listing rules of the stock exchanges on which the Company's securities are listed (including but not limited to the preliminary and final offering memoranda of the issuance, and all announcements and circulars, etc. in relation to the issuance);

- (C) selecting and appointing trustees and settlement managers for the issuance of Renewable Bonds, signing the entrusted management agreements and settlement management agreement(s) and (if applicable) formulating relevant rules;
- (D) undertaking all filings and listing matters with regard to the issuance of Renewable Bonds, including but not limited to, preparing, revising and submitting reporting materials relating to the issuance and listings of the Renewable Bonds, provision of guarantee, letter of support or keep-well agreement by the third parties, and signing the relevant filing documents and other legal documents;
- (E) save for matters subject to the re-approval at the general meetings required under relevant laws and regulations and the Articles of Association of the Company, making corresponding adjustments to matters relating to the issuance of Renewable Bonds according to the opinions and changes in the policies of the regulatory authorities or the changes in market conditions, or determining whether to continue with all or part of the work in respect of the issuance of Renewable Bonds in accordance with the actual condition;
- (F) dealing with other matters in relation to the issuance of Renewable Bonds.

The above mentioned authorization shall remain valid and effective on and from the date which the resolutions were considered and approved at the general meeting to the date which the resolutions to approve the issuance of Renewable Bonds at the general meeting cease to be effective or to the date on which matters authorized above have been completed (depending on whether the issue of Renewable Bonds have been fully completed).

The Board has proposed to submit the above matters to the annual general meeting to be held on Wednesday, 25 May 2016, for shareholders' consideration and approval. The relevant resolution will be set out in the supplemental circular of the annual general meeting which is to be dispatched to the shareholders of the Company on or before 10 May 2016.

By Order of the Board  
**China Aluminum International Engineering Corporation Limited**  
**ZHAI Feng**  
*Joint Company Secretary*

Beijing, the PRC, 29 April 2016

*As at the date of this announcement, the non-executive Director is 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.*