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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**

### **POLL RESULTS OF 2015 ANNUAL GENERAL MEETING, THE FIRST H SHARE CLASS MEETING OF 2016 AND THE FIRST DOMESTIC SHARE CLASS MEETING OF 2016 PROFITS DISTRIBUTION AND PAYMENT OF FINAL DIVIDEND FOR 2015 AND APPOINTMENT OF DIRECTOR**

The board of directors (the “**Board**”) of China Aluminum International Engineering Corporation Limited (the “**Company**”) is pleased to announce that the 2015 annual general meeting (the “**AGM**”), the first H share class meeting of 2016 (the “**H Share Class Meeting**”) and the first domestic share class meeting of 2016 (the “**Domestic Share Class Meeting**”) were held at Conference Room 211, Block C, Xingshikou Road No.99, Haidian District, Beijing, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on Wednesday, 25 May 2016.

Reference is made to the Company’s AGM circular (the “**AGM Circular**”) dated 8 April 2016 and the Company’s AGM supplementary circular (the “**AGM Supplementary Circular**”) dated 9 May 2016. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the above AGM Circular and AGM Supplementary Circular.

As at the date of the AGM, the total number of issued shares was 2,663,160,000, comprising 2,263,684,000 domestic shares and 399,476,000 H shares, being the total number of shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM.

There were no shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). There were no holders of shares required under the Listing Rules to abstain from voting. In addition, no party has stated his or her intention in the AGM Circular and AGM Supplementary Circular to vote against the resolutions proposed at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting or to abstain from voting. All of the resolutions proposed at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting set out below were duly passed by way of poll.

Shareholders and proxies attending the AGM represented, in aggregate, 2,463,060,000 shares carrying voting rights, being approximately 92.49% of the entire issued share capital of the Company as at the date of the AGM. Shareholders and proxies attending the H Share Class Meeting represented, in aggregate, 199,376,000 H shares carrying voting rights, being approximately 49.91% of the entire issued H share capital of the Company as at the date of the AGM. Shareholders and proxies attending the Domestic Share Class Meeting represented, in aggregate, 2,263,684,000 domestic shares carrying voting rights, being approximately 100% of the entire issued domestic share capital of the Company as at the date of the AGM.

The AGM, the H Share Class Meeting and the Domestic Share Class Meeting were legally and validly convened in compliance with the requirements of the Company Law of the PRC, the Articles of Association of the Company and the Listing Rules. The AGM, the H Share Class Meeting and the Domestic Share Class Meeting were chaired by Mr. He Zhihui, the chairman of the Company. To comply with the requirements under the Listing Rules, Computershare Hong Kong Investor Services Limited, the Company’s H Share registrar and lawyer Ma Yuntao of Jia Yuan Law Offices acted as the scrutineers in respect of the voting at the AGM, the H Share Class Meeting and the Domestic Share Class Meeting.

## **POLL RESULTS OF THE AGM**

At the AGM, the following resolutions were considered and passed by way of poll and the poll results are set out as below:

<b>Ordinary Resolutions</b>		<b>Number of votes cast and the percentage of total number of votes cast</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	To approve the Board of Directors’ report for 2015.	2,463,060,000 (100%)	0 (0%)	0 (0%)
2.	To approve the Board of Supervisors’ report for 2015.	2,463,060,000 (100%)	0 (0%)	0 (0%)
3.	To approve the final financial report for 2015.	2,463,060,000 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain
4.	To approve the report of financial budget for 2016.	2,463,060,000 (100%)	0 (0%)	0 (0%)
5.	To approve the profits distribution and dividends distribution plan for 2015.	2,441,343,000 (99.118292%)	0 (0%)	21,717,000 (0.881708%)
6.	To approve the remuneration plan for Directors for 2016.	2,463,060,000 (100%)	0 (0%)	0 (0%)
7.	To approve the remuneration plan for supervisors for 2016.	2,463,060,000 (100%)	0 (0%)	0 (0%)
8.	To approve the appointment of Daxin Certified Public Accountants (Special General Partnership) (大信會計師事務所有限公司(特殊普通合夥)) as the domestic auditor and the appointment of PKF Hong Kong (大信梁學濂(香港)會計師事務所) as the international auditor for 2016.	2,463,060,000 (100%)	0 (0%)	0 (0%)
9.	To approve the appointment of a Director.	2,463,060,000 (100%)	0 (0%)	0 (0%)
10.	To approve the change of auditor for the Issue of A Shares.	2,463,060,000 (100%)	0 (0%)	0 (0%)
Special Resolutions		For	Against	Abstain
11.	To grant General Mandates to the Board. Pursuant to such General Mandates, the Board may, independently or simultaneously, allot, issue and deal with additional shares of 20% of additional domestic shares and/or new H shares that shall not exceed 20% of the domestic shares issued by 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.	2,463,060,000 (100%)	0 (0%)	0 (0%)

Special Resolutions		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain
12.	To approve the extension of the validity period of the resolution in respect of the Issue of A Shares.	2,463,060,000 (100%)	0 (0%)	0 (0%)
13.	To approve the extension of the validity period authorizing the Board to deal with relevant matters in relation to the Issue of A Shares.	2,463,060,000 (100%)	0 (0%)	0 (0%)
14.	To approve to grant the general mandate to issue renewable corporate bond in the PRC.	2,463,060,000 (100%)	0 (0%)	0 (0%)

As majority of more than half of the votes were cast in favour of Resolutions 1 to 10 above, such resolutions were duly passed as ordinary resolutions. As majority of more than two-thirds of the votes were cast in favour of Resolutions 11 to 14 above, such resolutions were duly passed as special resolutions.

Save as Resolutions 1 to 14 above, the Company has not received any proposal put forward by any Shareholders holding 3% or more of the voting shares of the Company.

#### **POLL RESULTS OF THE H SHARE CLASS MEETING**

At the H Share Class Meeting, the following resolutions were considered and passed by way of poll and the poll results are set out as below:

Special Resolutions		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain
1.	To approve the extension of the validity period of the resolution in respect of the Issue of A Shares.	199,376,000 (100%)	0 (0%)	0 (0%)
2.	To approve the extension of the validity period authorizing the Board to deal with relevant matters in relation to the Issue of A Shares.	199,376,000 (100%)	0 (0%)	0 (0%)

As majority of more than two-thirds of the H share votes were cast in favour of Resolutions 1 to 2 above, such resolutions were duly passed as special resolutions.

Save as Resolutions 1 to 2 above, the Company has not received any proposal put forward by any H share Shareholders holding 3% or more than 3% of the voting shares of the Company.

## **POLL RESULTS OF THE DOMESTIC SHARE CLASS MEETING**

At the Domestic Share Class Meeting, the following resolutions were considered and passed by way of poll and the poll results are set out as below:

Special Resolutions		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain
1.	To approve the extension of the validity period of the resolution in respect of the Issue of A Shares.	2,263,684,000 (100%)	0 (0%)	0 (0%)
2.	To approve the extension of the validity period authorizing the Board to deal with relevant matters in relation to the Issue of A Shares.	2,263,684,000 (100%)	0 (0%)	0 (0%)

As majority of more than two-thirds of the domestic share votes were cast in favour of Resolutions 1 to 2 above, such resolutions were duly passed as special resolutions.

Save as Resolutions 1 to 2 above, the Company has not received any proposal put forward by any domestic share Shareholders holding 3% or more than 3% of the voting shares of the Company.

## **PROFITS DISTRIBUTION AND PAYMENT OF FINAL DIVIDEND FOR 2015**

Following the approval by the Shareholders at the AGM, the Board is pleased to announce that details relating to payment of final dividend for the year ended 31 December 2015 to Shareholders of the Company are as follows:

The Company will distribute a final dividend for the year 2015 of RMB0.6 (tax inclusive) for every 10 shares in cash at aggregate amount of approximately RMB159,789,600 on or before Friday, 22 July 2016 to Shareholders whose names appear on the register of members of the Company on Sunday, 5 June 2016.

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 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 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, 5 June 2016 (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, 30 May 2016 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.

## **APPOINTMENT OF DIRECTOR**

Mr. Li Yihua was appointed as a non-executive Director of the Company, effective from the date of this announcement to the next session of the election of the Board.

Details of Mr. Li Yihua are as follow:

Li Yihua, born in May 1978, worked in the legal affairs department in Yuntianhua Group Co., Ltd (雲天化集團有限責任公司) from July 2001 to July 2003. He held various positions in Guiyan Platinum Co., Limited (貴研鉑業股份有限公司) including the deputy head, the head, and the representative of securities affairs of the investment and development department from February 2004 to December 2009; served as the deputy director of the corporate development department in Yunnan Tin Group (Holding) Co., Ltd. (雲南錫業集團(控股)有限責任公司) from December 2009 to August 2011; served as the secretary for board of directors, and the director of the securities department in Yunnan Tin Co., Ltd. from August 2011 to November 2012; and served as the vice president of Yunnan Investment Holding Group Co., Ltd. (雲南省投資控股集團有限責任公司) from November 2012 to May 2013. He has been the deputy director of the legal department of Aluminum Corporation of China (中國鋁業公司) since May 2013, and the director of China Aluminum International Trading Corporation Limited (中鋁國際貿易有限公司) since September 2015. Mr. Li Yihua obtained a bachelor’s degree from Southwest University of Political Science and Law in June 2001, and a master’s degree in business administration from Yunnan University in June 2011. Mr. Li Yihua was employed as economist in 2005.

Save as disclosed above, Mr. Li does 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. Li does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders. As at the date of this announcement, Mr. Li 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). Mr. Li Yihua will not receive any remuneration from the Company. The Company will enter a service contract with Mr. Li Yihua as soon as possible.

Save as disclosed above, there is no other information relating to Mr. Li required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and Mr. Li 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.

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

Beijing, the PRC, 25 May 2016

*As at the date of this announcement, the non-executive Directors are Mr. WANG Jun and Mr. LI Yihua; 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.*