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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**

**PROPOSED EXTENSION OF THE VALID PERIOD FOR  
THE RESOLUTION OF THE GENERAL MEETING IN RELATION TO  
THE ISSUE OF A SHARES**

**PROPOSED EXTENSION OF THE VALID PERIOD AUTHORIZING  
THE BOARD TO DEAL WITH RELEVANT MATTERS OF  
THE ISSUE OF A SHARES**

**PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS  
PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISORS  
AND**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

### **EXTENSION OF THE VALID PERIOD FOR THE RESOLUTION OF THE GENERAL MEETING IN RELATION TO THE ISSUE OF A SHARES**

Reference are made to the announcements dated 18 June 2015 and 25 August 2015 of China Aluminum International Engineering Corporation Limited (the “**Company**”), and the circular dated 5 August 2015 in relation to the initial public offer of A shares and the listing and the relevant matters (the “**Issue of A Shares**”).

As the Company requires additional time to finalise the offering plan for the Issue of A Shares and the valid period for the resolution in relation to the Issue of A Shares approved on the 2015 annual general meeting, the first domestic share class meeting of 2016 and the first H share class meeting of 2016 held on 25 May 2016 will be expired soon, in this regard, the board of directors (the “**Board**”) of the Company resolved to propose, by way of a special resolution, to consider and approve the extension of the valid period for the resolution of the general meeting in relation to the Issue of A Shares at the 2016 Annual General Meeting of the Company (the “**AGM**”), the first domestic share class meeting of 2017 and the first H share class meeting of 2017 (the “**Class Meetings**”) to be held on 23 May 2017.

In view of the following reasons, with appropriate and due consideration, the Company has resolved to extend the valid period of the Issue of A Shares that: (i) the Issue of A Shares is subject to the approvals by the relevant regulatory authorities in the PRC. As at the date of this announcement, the approvals from the relevant regulatory authorities in the PRC in respect of the Issue of A Shares has not been obtained, and the Company is unable to expect when would such approvals be obtained; and (ii) the subsequent events in relation to the Issue of A Shares shall remain to be dealt with by the Board under the authorization by way of resolutions at the general meeting.

Having considered the above, the Company is of view that it is beneficial and necessary for the benefits of the Company and the Shareholders of the Company as a whole to extend the valid period of the resolution of the general meeting in relation to the Issue of A Shares for 12 months after the date of the approval at the AGM and the Class Meetings, respectively.

Details of the Issue of A Shares are set out in Appendix I.

The above resolution is subject to the approval at the AGM and the Class Meetings.

### **EXTENSION OF THE VALID PERIOD AUTHORIZING THE BOARD TO DEAL WITH RELEVANT MATTERS OF THE ISSUE OF A SHARES**

Reference are made to the announcements dated 18 June 2015 and 25 August 2015 of the Company, and the circular dated 5 August 2015 in relation to the Issue of A Shares.

As the Company requires additional time to finalise the offering plan for the Issue of A Shares and the extension of the valid period authorizing the Board to deal with relevant matters of the Issue of A Shares approved at the 2015 annual general meeting, the first domestic share class meeting of 2016 and the first H share class meeting of 2016 held on 25 May 2016 will be expired soon, in this regard, the Board resolved to propose, by way of a special resolution, to consider and approve the resolution in relation to the extension of the valid period authorizing the Board to deal with relevant matters relating to the Issue of A Shares at the AGM and the Class Meetings to be held on 23 May 2017.

In view of the following reasons, with appropriate and due consideration, the Company has resolved to extend the valid period authorizing the Board to deal with relevant matters relating to the Issue of A Shares that: (i) the Issue of A Shares is subject to the approvals by the relevant regulatory authorities in the PRC. As at the date of this announcement, the approvals from the relevant regulatory authorities in the PRC in respect of the Issue of A Shares has not been obtained, and the Company is unable to expect when would such approvals be obtained; and (ii) the subsequent events in relation to the Issue of A Shares shall remain to be dealt with by the Board under the authorization by way of resolutions at the general meeting.

Having considered the above, the Company is of view that it is beneficial and necessary for the benefits of the Company and the Shareholders of the Company as a whole to extend the valid period authorizing the Board to deal with relevant matters relating to the Issue of A Shares for 12 months after the date of the approval at the AGM and the Class Meetings, respectively.

Details of authorisation to the Board for handling matters in relation to the Issue of A Shares are set out in Appendix I.

The above resolution is subject to the approval at the AGM and the Class Meetings.

## **PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS**

As the term of the second session of the Board will expire on 23 May 2017, in accordance with the provisions of the Company Law of PRC and the Articles of Association of the Company (the “**Articles**”), the Board has passed the resolution in relation to the proposed re-election and appointment of the third session of the Board members on 20 March 2017. As the AGM has not yet been held, the existing Directors (the “**Directors**”) will continue to perform their respective responsibilities. The next session of the Board will comprise nine directors. The candidates for Directors of this session of the Board nominated by the Nomination Committee of the Company are as follows:

<b>Executive Directors</b>	HE Zhihui, ZONG Xiaoping, WU Zhigang, ZHANG Jian
<b>Non-executive Directors</b>	WANG Jun, LI Yihua
<b>Independent Non-executive Directors</b>	SUN Chuanyao, CHEUNG Hung Kwong, FU Jun

The biographical details of the above candidates are set out in Appendix II.

Pursuant to the Articles, the Directors serve for a term of three years for each session. If the above candidates for Directors are elected as the Directors of the third session of the Board of the Company at the AGM, they will enter into service agreements with the Company. The remuneration of each of the Directors will be determined in accordance with the Articles. The remuneration of the Independent Non-executive Directors was RMB10,000 per month per capita, net of tax. The remuneration of Directors, who served as senior managements, will be determined according to the remuneration standard of the senior management set by the Company. The Company will arrange their social insurances and housing fund contributions in accordance with the relevant provisions in the PRC. The Directors, who do not serve as senior managements of the Company, shall not receive the remuneration from the Company.

Save as disclosed in relation to the biographical details of the above candidates, each of the Directors confirmed that (1) he does not hold any position in the Company or any of the subsidiaries of the Company, or hold any director or supervisor position in any other listed public companies during last three years; (2) he does not have any relationship with any other Directors, supervisors or senior managements or substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; and (3) he does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this announcement.

In addition, there is no other information in relation to the above candidates for Directors which is discloseable pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and there are no other matters which need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) in respect of the proposed appointments of Directors.

## **PROPOSED RE-ELECTION AND APPOINTMENT OF SUPERVISORS**

As the term of the second session of the Supervisory Board (the “**Supervisory Board**”) of the Company will expire on 23 May 2017, in accordance with the provisions of the Company Law of PRC and the Articles, HE Bincong was elected as the Staff Representative Supervisor of the third session of the Supervisory Board at the 2017 first staff meeting held on 20 March 2017. The Supervisory Board of the Company has passed the resolution in relation to the proposed re-election and appointment of the third session of the shareholder representative supervisors of the Supervisory Board on 20 March 2017. As the AGM has not yet been held, the existing supervisors will continue to perform their respective responsibilities. The candidates for Supervisors of this session of the Supervisory Board nominated by the Company are as follows:

<b>Shareholder Representative Supervisor</b>	OU Xiaowu , LI Wei
<b>Staff Representative Supervisor</b>	HE Bincong

Pursuant to the Articles, the Supervisors serve for a term of three years for each session. If the above candidates for Supervisors are elected as the Supervisors of the third session of the Supervisory Board of the Company at the AGM, they will enter into service agreements with the Company. The remuneration of each of the Supervisors will be determined in accordance with the Articles. The Supervisors are paid on an annual basis, with specific remuneration being determined in accordance with their positions and duties and responsibilities. The Supervisors, who do not serve as senior managements of the Company, shall not receive the remuneration from the Company. The Supervisors’ cash remuneration in the annual remuneration comprise basic salary, annual performance pay and tenure incentives.

The biographical details of the above candidates are set out in Appendix III.

Save as disclosed in relation to the biographical details of the above candidates, each of the Supervisors confirmed that (1) he does not hold any position in the Company or any of the subsidiaries of the Company, or hold any director or supervisor position in any other listed public companies during last three years; (2) he does not have any relationship with any other Directors, Supervisors or senior management or substantial shareholders or controlling shareholders of the Company or any of its subsidiaries; and (3) he does not have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance as at the date of this announcement.

In addition, there is no other information in relation to the above candidates for Supervisors which is discloseable pursuant to any of the requirements as set out in Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders in respect of the proposed appointments of Supervisors.

## PROPOSED AMENDMENTS TO THE ARTICLES

According to the requirements of the “Guidelines on Deepening the Reform of State-owned Enterprises” (《關於深化國有企業改革的指導意見》) (Zhongfa [2015] No. 22), the “Certain Opinions on Upholding the Leadership by the Party and Strengthening the Party Construction Throughout the Deepening Reform of State-owned Enterprises” (《關於在深化國有企業改革中堅持黨的領導加強黨的建設的若干意見》) (Zhongfa [2015] No. 44) and China Securities Regulatory Commission Announcement [2016] No. 23 – Guidelines for the Articles of Association of Listed Companies (Revised in 2016), pursuant to the provisions of the Company Laws of the PRC, the Securities Laws of the PRC, the Rules Governing the Listing of Securities on the Shanghai Stock Exchange and the actual situation of the Company, the Company proposed amendments to the Articles. Details of amendments to the Articles are as follows:

### Articles of Association of China Aluminum International Engineering Corporation Limited

#### Current Articles

#### Proposed Amended Articles

Nil

Article 10

According to the Constitution of the Communist Party and relevant provisions, the Company set up a party organization, established a work mechanism of the party and assigned personnel to handle party affairs, included the establishment of party organization and staffing of party members into the Company’s management organization and staffing, included the party organization’s work funding into the Company’s budget which is charged to the Company’s management costs. The party committee of the Company plays a core political role in the Company.

Nil

Article 99

The party committee of the Company plays a supervision role in significant matters, to ensure the strategy deployment and their implementation in compliance with the party and the government policies. The Company shall define the rules and work processes for the party committee participated in decision-making concerning significant matters in accordance with the relevant requirements, to ensure organic synergy between the core political role of the party committee and the decision-making role of the board of directors.

Article 100

Strengthening the leadership of party building; implementing the accountability of party building; fulfilling the principal responsibility of strict party management; determining the major concerns on the construction of a clear and honest party and anti-corruption tasks; enhancing supervision on the construction of a clear and honest party and duty execution. Party secretary is the principal party responsible for party building.

Article 101

The Company shall adhere to the principle of the party assuming the responsibility for cadres' and personnel affairs; establish the guidelines for the party to manage cadres and the cooperation mechanism so that the board of directors can select the management according to law and the management can exercise the right of talent recruitment according to law; define duties and working procedures.

Article 102

The party committee of the Company shall support the board of directors, supervisory board and the senior managements towards exercising their power according to law; facilitate scientific decision-making; oversee the effective implementation of decision; and increase the value of the state assets.

Other chapters and articles will be renumbered after the newly added articles.

The above resolutions are subject to the approval at the AGM.

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

Beijing, the PRC  
20 March 2017

*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.*



## Appendix I

### Details of the Initial Public Offer of A shares and the Listing and the Relevant Matters

#### 1. OFFERING PLAN FOR THE ISSUE OF A SHARES

The Company proposed to apply to the relevant regulatory authorities in the PRC for the issue of not more than 1,141,000,000 A Shares with a nominal value of RMB1.00 each to qualified investors.

The Issue of A Shares was, among other things, approved by the Shareholders at general meeting and the class meetings of the Company as special resolutions, and will be subject to the approval (or registration) by the PRC supervisory authorities to the securities offering. The details of the offering plan shall be subject to the final approval (or registration) by the PRC supervisory authorities to the securities offering. Under the provisions of the relevant laws, regulations and regulatory documents, such as the Company Law of The People's Republic of China and the Securities Law of The People's Republic of China, the Board of the Company has formulated the following plans:

##### 1) Class and nominal value of shares to be issued

A Shares with a nominal value of RMB1.00 each.

##### 2) Number to be issued

The number of A Shares to be issued will be not more than 1,141,000,000 shares, representing 29.99% of the total share capital of the Company after the Issue of A Shares. The final number of newly issued A Shares shall be subject to the negotiation between the Board and the lead underwriter(s) as authorised by the Shareholders at the AGM and the Class Meetings, having regard to the relevant circumstances, and subject to final approvals (or registrations) by the PRC supervisory authorities to the securities offering and other relevant regulatory authorities in the PRC.

##### 3) Method of Issue

The Issue shall adopt a combination of placement of shares to participants through offline price consultation and a public offering of shares through online subscriptions, or such other methods of issue as shall be approved by regulatory authorities in the PRC for securities issue.

##### 4) Target subscribers

Qualified investors who are in compliance with the law and regulations.

According to the Measures for the Administration of Securities Issuance and Underwriting (《證券發行與承銷管理辦法》), the issuer and lead underwriter(s) shall not allot any shares to connected persons of the issuer during process of allotment of initial public offering. Therefore, the Company will not allot any shares to connected persons as target subscribers in this Issue of A Shares.

## **5) Issue price and basis for determination of the Issue price**

Issue price shall be determined by way of price consultation with price consultation participants. The final Issue price shall be agreed upon between the Company and the lead underwriter(s), or such other methods as shall be approved by regulatory authorities in the PRC for securities issue.

According to the Measures for the Administration of Securities Issuance and Underwriting (《證券發行與承銷管理辦法》) and the offering plan of A Shares considered and approved at the general meeting, the Issue price of A Shares shall be negotiated by the lead underwriter(s) and the Company based on the condition of price consultation with investors. The condition of price consultation with investors is the most important factor in determining the issue price by the lead underwriter(s) and the Company. Factors considered by investors in the quotation include judgements on the development prospect of the principal business of the Company, profitability and quality of assets of the Company, as well as development momentum of the industry in which the Company operates.

According to Article 127 of the Company Law of the People's Republic of China, the shares may be issued at a price equal to or in excess of par value, but not below par value. As the par value of the A Shares to be issued by the Company is RMB1.00, the Issue price of A Shares will not be lower than RMB1.00 per share. Save as the aforesaid provision, there is no minimum Issue price of the Issue of A Shares.

## **6) Form of underwriting**

The offering will be underwritten by the underwriter(s) on a standby underwriting basis.

The Company has entered into the definitive sponsorship agreement and underwriting agreement with CITIC Securities Company Limited.

Terms of underwriting agreement will be negotiated and determined by the Company and CITIC Securities Company Limited pursuant to the requirements under PRC's laws, regulations, departmental rules and other regulatory documents of CSRC.

An underwriting agreement generally sets out the terms, including but not limited to number of A Shares to be issued, Issue price, collection of monies and payment methods of underwriting fees, conditions precedent to the obligations of the underwriter(s) to underwrite, obligations of the issuer and lead underwriter(s) in relation to the Issue of A Shares, underwriting fees, amount or calculation and payment methods of other related fees, termination of underwriting terms, obligation of confidentiality and default liabilities.



## **7) Use of proceeds**

The exact amount of funds to be raised from the Issue of A Shares cannot be confirmed as at the date of this circular. However, the Company intends to apply the proceeds as follows with a total estimated investment amount of approximately RMB5,000,000,000, of which, proposed usage of the proceeds of Issue of A Shares amounts to RMB5,000,000,000:

- a. technology research and development of smart equipment, smart control and public service platform of nonferrous metals industry, for which the amount of an estimated gross investment of approximately RMB1,000,000,000 shall be required and the amount of proceeds of approximately RMB1,000,000,000 is proposed to be applied;
- b. supplement of working capital for EPC business, for which the amount of an estimated gross investment of approximately RMB2,500,000,000 shall be required and the amount of proceeds of approximately RMB2,500,000,000 is proposed to be applied;
- c. capital reserve for future mergers and acquisitions and strategic development, for which the amount of an estimated gross investment of approximately RMB500,000,000 shall be required and the amount of proceeds of approximately RMB500,000,000 is proposed to be applied;
- d. repayment of the interest-bearing debts, for which the amount of an estimated gross investment of approximately RMB1,000,000,000 shall be required and the amount of proceeds of approximately RMB1,000,000,000 is proposed to be applied.

Before the proceeds from the fund raising become available, the Company will make payments for the projects above by internal funds or bank loans in accordance with the actual payment schedule of each project invested with the proceeds. The proceeds, when available, can be used to make the remaining payments of relevant projects and replenish the funds advanced by the Company after fulfilling relevant procedures pursuant to the requirements of the PRC regulatory authorities. The balance of the proceeds (if any) from the fund raising after investing in the projects above will be used to supplement the Company's working capital. If the proceeds from the fund raising are not enough to finance the purposes above, the deficiency shall be made up by the Company through internal and/or external financial resources.

## **8) Allocation of accumulated undistributed profits prior to the Issue of A Shares**

Accumulated undistributed profits of the Company prior to the Issue of A Shares will be shared by the new and existing Shareholders after completion of the Issue of A Shares in proportion to their respective shareholding ratios.

**9) Proposed stock exchange for listing**

The Shanghai Stock Exchange.

**10) Application of the listing of the Domestic Shares**

Upon completion of the Issue of A Shares, the Shareholders will apply the Domestic Shares to be listed on Shanghai Stock Exchange.

**11) Transfer of state-owned corporate shares**

The volume of shares that Aluminum Corporation of China and Luoyang Engineering & Research Institute for Nonferrous Metals Processing, the state-owned Shareholders, will transfer to NSSF amounts to 10% of the amount of A Shares issued by the Company under the initial public offering. Aluminum Corporation of China and Luoyang Engineering & Research Institute for Nonferrous Metals Processing will assume their obligations in respect of the transfer of state-owned corporate shares in proportion to their respective shareholding in the Company prior to the Issue of A Shares. Such number shall be subject to the approval by State-owned Assets Supervision and Administration Commission of the State Council and subject to the number of the A Shares effectually to be issued by the Company under the Issue. The Company will apply to the Shanghai Stock Exchange for the listing and permission to deal in such A Shares.

The Company will also apply to the Shanghai Stock Exchange to convert all the remaining Domestic Shares held by Aluminum Corporation of China and Luoyang Institute into A Shares, and apply for the listing of and permission to deal in such A Shares.

**12) Validity**

The offering plan for the Issue of A Shares shall be valid for 12 months from the date of approvals at the general meeting and Class Meetings of the Company.

**2. AUTHORIZATIONS TO THE BOARD TO DEAL WITH RELEVANT MATTERS CONCERNING THE ISSUE OF A SHARES**

For the purpose of the Issue of A Shares, a proposal will be put forward to the AGM and the Class Meetings to authorize the Board to deal with the relevant matters concerning the Issue of A Shares, including but not limited to:

- i. Amending and improving specific schemes and measures of the Issue of A Shares and organizing their implementation based on the advices from the relevant government agencies and regulatory authorities and subject to market environment, and to the extent authorized by the general meeting and the Class Meetings of the Company, determining (including but not limited to) specific offering scale,

number of shares transferred from state-owned shares, offering price (including price range and final price), time, method and target subscribers of the offering, strategic allotment and over-allotment issues and proportion of allotment, plan for use of proceeds and other matters relating to the implementation of the schemes concerning offering and listing.

- ii. Drafting, amending and executing the applications, memoranda, relevant reports or materials relating to the Issue of A Shares and submitting the same to government agencies and regulatory authorities in connection with the Issue of A Shares (including but not limited to the State-owned Assets Supervision and Administration Commission of the State Council, CSRC, Shanghai Stock Exchange, Beijing Regulatory Bureau of CSRC, NSSF, China Security Depository and Clearing Co., Ltd., Shanghai Branch), handling the procedures relating to the Issue of A Shares including review and examination, registration, filing, approval and consent and issuing statements and undertaking relating to the Issue of A Shares, and performing such acts as it deems necessary, expedient or appropriate with respect to the Issue of A Shares.
- iii. Preparing, amending, signing, submitting and disclosing the prospectus; signing, amending, implementing, suspending or terminating the agreements, contracts and documents relating to the Issue of A Shares; engaging and coordinating with institutions relating to the Issue of A Shares.
- iv. Authorizing the Board to amend the provisions in the Articles relating to the Issue of A Shares or amending the same in accordance with the requirements of securities regulatory authorities, stock exchanges and securities depository and clearing institutions. After completion of the Issue of A Shares, handling approval, change, filing and other matters in respect of the amendments to the Articles and the change of the registered capital with securities regulatory authorities, administrations for industry and commerce, securities registration authorities and other relevant government departments.
- v. Should there be any new provisions and policies issued by the state and securities regulatory departments with respect to the initial public offering and listing, to the extent authorized by the general meeting and the Class Meetings of the Company, authorizing the Board to make corresponding amendments to the offering plan for the Issue of A Shares in accordance with such new provisions and policies.
- vi. Authorizing relevant persons to handle matters relating to the Issue of A Shares as and when needed.
- vii. All other matters relating to the Issue of A Shares.
- viii. The authorization shall be valid for 12 months from the date of approvals of such authorizations at the general meeting and the Class Meetings of the Company.

## Appendix II

### Biographical Details of the Candidates for Directors

#### Candidates for Executive Directors:

**Mr. HE Zhihui** (賀志輝): born in October 1962, served various positions in Guiyang Aluminum and Magnesium Design Institute Co., Ltd. (貴陽鋁鎂設計研究院有限公司), including the dean, from August 1987 to April 2006. He acted as the executive Director and vice president of the Company from December 2003 to March 2010. He has been the executive Director of the Company since March 2010 and served as the president of the Company from March 2010 to October 2016, the chairman of the Company since March 2016, the chairman of China Nonferrous Metals Processing Technology Co., Ltd. (中色科技股份有限公司) from May 2013 to May 2016, the director of the joint board of directors of RTCI (中鋁－力拓技術合作中心) since December 2014, the party secretary of the Company since July 2015, the chairman of the labor union of the Company since August 2015 and the assistant to the general manager of Aluminum Corporation of China (中國鋁業公司) since June 2016. Mr. HE obtained his bachelor's degree in industrial automation from Central South Institute of Mining and Metallurgy (中南礦冶學院) (currently known as Central South University (中南大學)) in 1982 and his master's degree from Huazhong Technology Institute (華中工學院) (currently known as Huazhong University of Science and Technology (華中科技大學)) in May 1987. Mr. HE is an excellent senior engineer granted by the State Bureau of Nonferrous Metals Industry, and received the special government allowance from the State Council in 2013.

**Mr. ZONG Xiaoping** (宗小平): born in November 1968. From July 1991 to April 1995, he served as the responsible person for project technology and project manager of the Third Construction Company of East China Sea Development and Construction Corporation of China State Construction Eighth Engineering Corporation Limited (中國建築第八工程局有限公司東海開發建設總公司第三建築公司). From April 1995 to January 2002, he served various positions such as the deputy director in chief engineer office, project manager and deputy general manager of East China Sea Development and Construction Corporation of China State Construction Eighth Engineering Corporation Limited. From January 2002 to November 2002, he was the general manager of East China Sea Development and Construction Corporation of China State Construction Eighth Engineering Corporation Limited. From November 2002 to November 2012, he was the general manager of Guangzhou Branch of China State Construction Eighth Engineering Corporation Limited. From December 2012 to October 2016, he served as the deputy general manager in the headquarter of southwest region of China State Construction Engineering Corporation Limited and chairman. He has been the chairman and the legal representative of China Construction Aluminum Advanced Material Co., Ltd. (中建鋁新材料有限公司) since August 2015, the president and the duty party secretary of China Aluminum International Engineering Corporation Limited (中鋁國際工程股份有限公司) since October 2016. Mr. ZONG Xiaoping obtained a bachelor's degree in construction materials and products and a master's degree in business administration from Shenyang Architecture and Civil Engineering Institute (瀋陽建築工程學院) and Sun Yat-sen University (中山大學) in July 1991 and September 2007 respectively. Mr. ZONG Xiaoping is a professor-level senior engineer.

**Mr. WU Zhigang** (吳志剛): born in November 1960. From August 1981 to April 1999, he served various positions in Sixth Metallurgical Construction Company of China Nonferrous Metals Industry (中國有色金屬工業第六冶金建設有限公司), including deputy manager of Machinery Engineering Company (機械化工程公司). From April 1999 to March 2011, he served various positions, such as general manager, in Sixth Metallurgical Construction Company of China Nonferrous Metals Industry. He has been an executive director, the general manager of Sixth Metallurgical Construction Company of China Nonferrous Metals Industry since March 2011, and the vice president of the Company since August 2016. From February 1982 to January 1985, he studied at Vocational College of Luoyang Nonferrous Metal Processing Design Institute, majoring in mechanics and obtained a post-secondary qualification. Mr. WU Zhigang is a senior engineer.

**Mr. ZHANG Jian** (張建): born in March 1972, served various positions in different departments of China Great Wall Aluminum Corporation (中國長城鋁業公司), including the repair workshop in the equipment repair company and finance section and the cost section of the finance department from July 1996 to April 2002, during which he was temporarily seconded to the accounting office of Aluminum Corporation of China from May 2001 to April 2002. He served as the operation manager of the capital office of the finance department of Aluminum Corporation of China Limited (中國鋁業股份有限公司) from April 2002 to February 2004. He served as the vice manager and manager of the cost estimation section of the finance department of Henan Branch of Aluminum Corporation of China Limited (中國鋁業股份有限公司河南分公司) from June 2002 to May 2003 and served various positions in the finance department of Aluminum Corporation of China Limited, including the business manager of the general office, deputy manager of the accounting office and deputy manager of the budget analysis office, from February 2004 to September 2009. Also, he served as the deputy manager of the finance department (taking charge of the work) of Zhongzhou Branch of Aluminum Corporation of China Limited (中國鋁業股份有限公司中州分公司) from September 2009 to September 2010. He served various positions in the finance department of Aluminum Corporation of China Limited, including the deputy manager of the accounting office (taking charge of the work) and the manager of the general management office, from September 2010 to April 2014. Mr. ZHANG Jian served as the chief financial officer of Aluminum Corporation of China Hong Kong Limited (中國鋁業股份有限公司香港有限公司) from April 2014 to May 2015. He has been the chief financial officer and the chief legal adviser of the Company since May 2015, and the executive Director of the Company since June 2015. Mr. ZHANG Jian obtained his bachelor's degree in accounting from Northeastern University (東北大學) in 1996 and obtained his MBA degree from Missouri State University in the U.S. while at work in 2013. Mr. ZHANG Jian was granted the title of accountant by Aluminum Corporation of China (中國鋁業公司) in 2000.



## Candidates for Non-executive Directors:

**Mr. WANG Jun (王軍):** born in October 1970, worked at the finance department of North China University of Technology (北方工業大學) and the finance department of China Nonferrous Metals Corporation (中國有色金屬工業總公司) from July 1994 to April 1998; served various positions in Aluminum Group of China (中國鋁業集團公司) and Aluminum Corporation of China, including the business manager of the general section of the finance department, from April 1998 to March 2002; served various positions in Aluminum Corporation of China, including the general representative of the Peru office, from March 2002 to November 2010; served as the chief financial officer and the manager of the finance department of China Aluminum Mineral Resources Co., Ltd. (中鋁礦產資源有限公司) from November 2010 to April 2011; served as the chief financial officer and the executive Director of the Company from April 2011 to May 2015; has been the joint secretary of the Company since November 2011. He has been a director of China Aluminum Insurance Broker Co. Ltd (中鋁保險經紀(北京)股份有限公司) since August 2012; has been a director of China Aluminum Finance Co., Ltd (中鋁財務有限公司) since August 2014; has been a capital operation controller of Aluminum Corporation of China and the non-executive Director of the Company since May 2015. Mr. WANG Jun has been the deputy chief accountant and the director of the finance department of Aluminum Corporation of China, the supervisor of Aluminum Corporation of China Limited (中國鋁業公司), and a director and the president of Aluminum Corporation of China Overseas Holdings Limited (中鋁海外控股有限公司) since November 2015. Mr. WANG Jun obtained his bachelor's degree in accounting from North China University of Technology (北方工業大學) in July 1994 and his master's degree in business management from Tsinghua University (清華大學) in January 2004. Mr. WANG Jun was granted the title of senior accountant by Aluminum Corporation of China (中國鋁業公司), and has been accredited the SIFM qualification certificate, and has also been admitted to the National Training Program for Accounting Army Leading Backup (全國會計領軍(後備) 人才培養工程).

**Mr. LI Yihua (李宜華):** 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 served as the project manager in Yunnan Huawen Hengye Investment Company (雲南華文恒業投資公司) from July 2003 to February 2004. 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 general and the director general of the legal department of Aluminum Corporation of China (中國鋁業公司) since May 2013, the director of China Aluminum International Trading Corporation Limited (中鋁國際貿易有限公司) since September 2015, and a non-executive Director of the Company since May 2016. Mr. LI Yihua obtained a bachelor's degree from Southwest University of Political Science and Law (西南政法大學) in June 2001, and a master's degree in business administration from Yunnan University (雲南大學) in June 2011. Mr. LI Yihua was employed as economist in 2005.



## Candidates for Independent Non-executive Directors:

**Mr. SUN Chuanyao** (孫傳堯): born in December 1944, worked at the Xinjiang Keketuohai Ore Processing Plant (新疆可可托海礦務局) from 1968 to 1978 and served various positions, including the deputy factory director. He has served in various positions in Beijing General Research Institute of Mining and Metallurgy (北京礦冶研究總院) since November 1981 and became its dean from February 1988 to February 2007. He served as the chairman of the board of directors of North Magnetic Materials Science and Technology Co., Ltd. (北礦磁材科技股份公司) (stock code: 600980.SH) from August 2000 to May 2007. Mr. Sun has been an independent non-executive director of China Nonferrous Mining Corporation Limited (中國有色礦業有限公司) (stock code: 01258.HK) and an independent non-executive director of Harbin Electric Corporation Jiamusi Electric Machine Co., Ltd (哈爾濱電氣集團佳木斯電機股份有限公司) (stock code: 000922.SZ) since June 2012. He has been an independent non-executive Director of the Company since December 2011. Mr. SUN Chuanyao graduated from Northeast University of Technology (東北工學院) (currently known as Northeastern University (東北大學)) in 1968 and was awarded a master degree in BGRIMM (北京礦冶研究總院) with a major in ore processing in 1981. Mr. Sun is an associate of Chinese Academy of Engineering (中國工程院) and St Petersburg Academy of Engineering and Science in Russia (俄羅斯聖彼得堡工程科學院). He was a council member of International Council on Mineral Processing (國際礦物加工大會理事會) and is currently a deputy director of Committee of Experts of China Nonferrous Metal Industry Association (中國有色金屬工業協會專家委員會), the director of the Mineral Processing Committee of China Mining Association (中國礦業聯合會選礦委員會), the director of the Ore Processing Academic Committee of the Nonferrous Metals Society of China (中國有色金屬學會選礦學術委員會) and the director of the National Key Laboratory for Mineral Processing Science & Technology (礦物加工科學與技術國家重點實驗室). He served as the professor and doctoral tutor in University of Science and Technology Beijing (北京科技大學), Central South University (中南大學), Northeastern University (東北大學) and China University of Mining and Technology (中國礦業大學).

**Mr. CHEUNG Hung Kwong** (張鴻光): born in September 1967, served as a manager of the assurance and business advisory service department and corporate finance and recovery department of PricewaterhouseCoopers from July 1994 to March 2003. He worked for Boto Company Limited, a private company, from March 2003 to December 2007 and was promoted to the chief financial officer during that period. Mr. CHEUNG worked for Kaisa Group Holdings Ltd. (stock code: 1638.HK) from July 2008 to December 2014 and served as its chief financial officer, company secretary and joint authorized representative during that period. He has been the company secretary and the chief financial officer of Culture Landmark Investment Limited (stock code: 674) since January 2017 and has been an independent non-executive Director of the Company since December 2011. Mr. CHEUNG Hung Kwong has been a member of the American Institute of Certified Public Accountants since August 1996 and a chartered financial analyst qualified by the CFA Institute (formerly known as the Association for Investment Management and Research) in the U.S. since September 2000. Mr. CHEUNG Hung Kwong obtained his bachelor's degree with the second class honors from University of Hong Kong in 1990 and his master's degree with distinction from University of London in 1992.

**Mr. FU Jun** (伏軍): born in January 1972, is a professor of the Law School of University of International Business and Economics (對外經濟貿易大學), an arbitrator of Cairo Regional Centre for International Commercial Arbitration, an arbitrator of China International Economic and Trade Arbitration Commission (中國國際貿易仲裁委員會), an arbitrator of South China International Economic and Trade Arbitration Commission (Shenzhen Court of International Arbitration) (華南國際經濟貿易仲裁委員會 (深圳國際仲裁院)), an arbitrator of Guangzhou Arbitration Committee (廣州仲裁委員會), the 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), the 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 an executive director of China Banking Law Society (中國銀行法學研究會). He has served as a teaching assistant, associate professor and professor in University of International Business and Economics (對外經濟貿易大學) since July 2004. Mr. FU Jun has been 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 and an independent non-executive Director of the Company since June 2015. Mr. FU Jun received a bachelor's 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 went on an exchange and interviewed with Harvard University as a senior visiting scholar of Fulbright (福布賴特高級訪問學者) during 2013 and 2014.

## Appendix III

### Biographical Details of Candidates for Supervisors

#### Biographical Details of Candidates for Staff Representative Supervisors

**Mr. HE Bincong** (賀斌聰): born in February 1963, worked in the Beijing General Research Institute of Mining and Metallurgy (北京礦冶研究總院) from August 1984 to April 1991. He also served in various positions in China Nonferrous Metals Corporation (中國有色金屬工業總公司), including the supervisor at deputy director level of the supervision bureau, from April 1991 to October 1997. He served as the manager of the general affairs department of Beijing Xinou Technology Development Ltd. (北京鑫歐科技發展有限公司) from October 1997 to October 1999, worked as the cadre at deputy level of Aluminum Corporation of China Limited (中國鋁業公司) from October 1999 to April 2001, and served as the deputy party secretary and secretary of discipline inspection commission of Shanxi Carbon Plant (山西碳素廠) from April 2001 to March 2004. From March 2004 to February 2010, he served in various positions in Aluminum Corporation of China Limited (中國鋁業股份有限公司), including the deputy general manager of the human resources department. Mr. He Bincong served as the deputy general manager of China Aluminum Development Ltd. (中鋁置業發展有限公司) from February 2010 to April 2013. He has been the deputy party secretary, secretary of discipline inspection commission of the Company since April 2013 and has been the staff representative Supervisor and chairman of the supervisory board of the Company since May 2013. He has been the chairman of the labor union of the Company since June 2013. He has been the director of Zhuzhou Tianqiao Crane Co., Ltd. (株洲天橋起重機股份有限公司) from April 2014 to October 2016. Mr. HE Bincong obtained his bachelor's degree in geology from Central South University (中南大學) in July 1984 and was granted the title of senior engineer by China Nonferrous Metals Corporation (中國有色金屬工業總公司).

#### Biographical Details of Candidates for Shareholder Representative Supervisors

**Mr. OU Xiaowu** (歐小武): born in January 1965, served in various positions in China Nonferrous Metals Industry Corporation (中國有色金屬工業總公司), including the director of Division I of the audit department, from December 1992 to October 1998. Mr. OU served as the deputy director of the finance department and audit department of China Copper Lead Zinc Group Corporation (中國銅鉛鋅集團公司) from September 1999 to September 2000. He held various positions in Aluminum Corporation of China, such as the director of the finance department (audit department) from October 2000 to February 2006. He served as a general manager of the finance department of Aluminum Corporation of China from March 2006 to November 2009. He has been the director of the audit department of Aluminum Corporation of China from December 2009 to February 2016. He has been the director and chief financial officer of China Copper Co. Ltd from August 2015. He has been a Supervisor of the Company since June 2011. Mr. OU Xiaowu graduated from the planning and statistics department of Xiamen University (廈門大學) in July 1985. Mr. OU was granted the title of senior auditor by China Nonferrous Metals Industry Corporation (中國有色金屬工業總公司).

**Mr. LI Wei (李衛):** born in July 1970. From July 1992 to October 1995, he served as the probation deputy division head of the 2nd Factory of Beijing Coal Corporation (北京市煤炭總公司). From October 1995 to June 2014, he worked as the discipline inspector of the Research Office under the Integrated Inspection Office of the Discipline Commission of the Communist Party of China (director-level), the office director of the Accredited Institution of the Integrated Inspection Office (director-level), the director of the 2nd Division of Seconded Cadres of Organization Department. From June 2014 to December 2016, he served as the deputy director general of the department of discipline inspection and supervision of Aluminum Corporation of China, the regional officer (Southeast region) of discipline inspection and supervision. He has been the deputy head of the department of discipline inspection of the party committee of Aluminum Corporation of China and the director of the department of discipline inspection and supervision (inspection office) since December 2016. Mr. LI Wei obtained a master's degree in law from University of International Business and Economics (對外經濟貿易大學) in July 2001.