

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

#### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

References are made to the announcement dated 20 March 2017 and the circular dated 7 April 2017 of China Aluminum International Engineering Corporation Limited (the “**Company**”) in relation to the proposed amendments to the Articles of Association of the Company (the “**Articles**”).

As the party committee of the State-owned Assets Supervision and Administration Commission of the State Council recently proposed more specific requirements on party construction in addition to its general requirements to be incorporated into the Articles, the Company intends to further amend the Articles. As a result, the resolutions in the announcement dated 20 March 2017 and the circular dated 7 April 2017 of the Company in relation to the proposed amendments to the Articles are no longer effective, subject to the resolution on the amended proposed amendments to the Articles (the “**Amended Resolution**”) in this supplementary circular. The Amended Resolution will be presented at the 2016 Annual General Meeting of the Company (the “**AGM**”) for consideration and approval.

Details of the amendments to the Articles are as follows:

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

### **Current Articles**

#### Article 1

China Aluminum International Engineering Corporation Limited (the “Company”) is a joint stock limited company incorporated in accordance with “*The Company Law of the People’s Republic of China*” (the “Company Law”), “*The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies*” (the “Special Regulations”), “*The Mandatory Provisions for the Article of Association of Companies Seeking a Listing Outside the PRC*”, “*The Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of Companies Seeking a Listing in Hong Kong*”, “*The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*” and other relevant laws and administrative regulations of the State.

### **Amended Articles**

#### Article 1

China Aluminum International Engineering Corporation Limited (the “Company”) is a joint stock limited company incorporated in accordance with “*The Company Law of the People’s Republic of China*” (the “Company Law”), “*The Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies*” (the “Special Regulations”), “*The Mandatory Provisions for the Articles of Association of Companies Seeking a Listing Outside the PRC*”, “*The Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of Companies Seeking a Listing in Hong Kong*”, “*The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*”, “***The Constitution of the Communist Party of China***” and other relevant national laws and administrative regulations.

## **Current Articles**

### Article 107

The Board exercises the following powers:

- (1) to be responsible for convening general meetings, to propose at a general meeting to pass the relevant matters and to report on its work to the general meeting;

Except the resolutions of the Board in respect of the matters specified in paragraphs (6), (7) and (13) above, which shall be passed by two-thirds or more of the Directors, the resolutions of the Board in respect of all other matters may be passed by more than half of the Directors.

Resolutions in respect of connected transactions made by the Board shall not come into force unless it is signed by Independent Directors.

## **Amended Articles**

### Article 107

The Board exercises the following powers:

- (1) to be responsible for convening general meetings, to propose at a general meeting to pass the relevant matters and to report on its work to the general meeting;

Except the resolutions of the Board in respect of the matters specified in paragraphs (6), (7) and (13) above, which shall be passed by two-thirds or more of the Directors, the resolutions of the Board in respect of all other matters may be passed by more than half of the Directors.

Resolutions in respect of connected transactions made by the Board shall not come into force unless such resolutions are signed by Independent Directors.

**In deciding major corporate issues, the Board shall consult the Party Committee of the Company in advance.**

## Current Articles

Nil

## Amended Articles

### Article 99

**According to “*The Constitution of the Communist Party of China*”, the Company established the Committee of Communist Party of China of China Aluminum International Engineering Corporation Limited (the “Party Committee”) and the Committee of Communist Party of China for Discipline Inspection of China Aluminum International Engineering Corporation Limited (the “Discipline Committee”)**

**The Company established the Party Committee which comprised a party secretary, a deputy party secretary and a certain number of Party Committee members (standing committee members). In principle, the same person should hold the positions of the chairman and the party secretary, and when necessary, assign a deputy party secretary who is dedicated to the party construction of the Company. Meanwhile, the Discipline Committee is established in accordance with relevant regulations.**

Nil

### Article 100

**The Party Committee performs the following duties**

- (1) The Party Committee, as the core of leadership and politics, maintains strategic directions, manages the overall situation and ensures effective implementation. The Party Committee serves the Company in its production, operation, reform and development, ensures and monitors the Company in its implementation of party and national guidelines and policies, enforces the guidelines and policies of the central party committee and the State Council as well as the decisions and deployment from the superior party committee, and ensures that the Company maintains a correct direction in its reform and development.**

## Current Articles

## Amended Articles

- (2) **The Party Committee assumes the principal responsibility for strict party governance, strengthens and regulates the political life within the party, specifies strict and impartial political discipline and rules for the party, maintains the implementation of the Eight Rules of the central party committee, and fully strengthens the supervision in the party. With these measures in place, the Party Committee strives to develop an effective system under which no one dares to or can be corrupted or thinks of committing corruption, enhances the unified leadership on building a clean party and fighting against corruption, and supports the Discipline Committee in performing its responsibility of supervision.**
- (3) **The Party Committee studies and discusses on the Company's reform and stable development, major operational and management matters and major issues related to the staff's vital interests, and raises advice and suggestions. The Party Committee also supports general meetings, the Board, the Board of Supervisors and senior management personnel to exercise their powers according to law. Major operational and management matters must be studied and discussed by the Party Committee and then decided by the Board and senior management personnel.**

## Current Articles

## Amended Articles

- (4) By following the principle of the party's supervision of cadres and talents, the Party Committee performs its leadership in selecting cadres for important operation and management within the Company, plays a dominant role in personnel appointment, and strengthens the supervision over the leaders of the Company. In addition, by adhering to the combination of principles of the party's supervision of cadres, the Board's lawful appointment of senior management, and senior management's lawful exercise of its administrative power regarding the employment of the Company, the Party Committee considers the candidates nominated by the Board or President, and raises advice and suggestions to the Board or the President in respect of such candidates. Alternatively, the Party Committee recommends candidates to the Board or the President, joins the Board in examining such candidates, conducts collective research and raises advice and suggestions.**
- (5) The Party Committee improves its own construction and the construction of its grass-roots organizations, leads the Company's work on political thoughts, united front work, spiritual civilization, corporate culture and trade unions, the Communist Youth League, etc.**
- (6) The Party Committee relies on its staff and the public wholeheartedly, and leads and supports the staff and workers' congress in carrying out its work.**
- (7) The Party Committee also performs other duties that it should perform.**

## Current Articles

Nil

## Amended Articles

### Article 101

**The Discipline Committee performs the following duties**

**The Discipline Committee supervises the execution of the accountability function, supervises and inspects the deployment and implementation of the important decisions, resolutions and work of the Company's Party Committee and its superior committee, and strengthens the supervision over party members and cadres in performing duties, exercising powers and working in an honest manner. The Discipline Committee also supervises the Party Committee to fulfill its principal responsibilities, assists the Party Committee to enhance the building of a clean party, organizes and coordinates anti-corruption work, and studies and deploys the work on discipline inspection and supervision.**

Nil

### Article 102

**The Company insists on and improves a mechanism of dual entry and cross appointment of leaders. Under the mechanism, qualified leaders of the Party Committee can undergo legal procedures to join the Board, the Board of Supervisors and senior management, while qualified party members from the Board, the Board of Supervisors and senior management can also join the Party Committee according to relevant regulations and procedures. The mechanism is designed to ensure the effective role of the Party Committee at the levels of decision-making, supervision and implementation.**

## Current Articles

Nil

## Amended Articles

### Article 103

**The Company has special working bodies for its Party Committee and Discipline Committee, with mass organizations established, such as the labor union and Youth League Committee. The Party Committee and its staff are included into the Company's management organization and staffing, with the Party Committee's work funding also included into the Company's budget and charged to the Company's management costs. The personnel on party affairs enjoy the same treatment as the same-level operation and management personnel.**

Nil

### Article 104

**The Company establishes and improves the democratic management system in the form of staff and workers' congress, promotes publicity of the business, implements the staff's right to know, to participate, to express and to supervise, and fully mobilizes the enthusiasm, initiative and creativity of the staff. The Company should listen to the views of its staff and workers in major decision-making; the major issues involving the staff and workers' vital interests must be considered by the staff and workers' congress.**

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

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

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

Beijing, the PRC  
28 April 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.*