

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Aluminum International Engineering Corporation Limited**, you should at once hand this circular and the accompanying reply slip and form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED APPOINTMENT OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR OF THE COMPANY
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018**

A notice convening the EGM to be held at Conference Room 211 of China Aluminum International Engineering Corporation Limited, Building C, No.99, Xingshikou Road, Haidian District, Beijing, the PRC at 9 a.m. on Tuesday, 27 February 2018 is set out on pages 6 to 7 of this circular.

If you wish to appoint proxies to attend the EGM, you are requested to complete and return the enclosed reply slip and proxy form in accordance with the instructions printed thereon. Holders of H Shares should return the proxy form to Computershare Hong Kong Investor Services Limited whereas the holders of Domestic Shares should return it to the Company's head office in China but in any event not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof either by person or mail. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

If you wish to attend the EGM in person or appoint proxies to attend, you are requested to complete the enclosed reply slip and return it to Computershare Hong Kong Investor Services Limited if you are a holder of H Shares or the Company's head office in China if you are a holder of Domestic Shares on or before Wednesday, 7 February 2018.

15 January 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	means the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	means the board of Directors
“Company”	means China Aluminum International Engineering Corporation Limited (中鋁國際工程股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, and its H Shares are listed on the Stock Exchange
“Director(s)”	means the director(s) of the Company
“Domestic Shares”	means the ordinary shares in share capital of the Company subscribed and fully paid in RMB at nominal par value of RMB1.00 per share
“EGM”	means the first extraordinary general meeting of the Company in 2018 to be held at Conference Room 211 of China Aluminum International Engineering Corporation Limited, Building C, No.99, Xingshikou Road, Haidian District, Beijing, at 9 a.m. on Tuesday, 27 February 2018
“Group”	means the Company and its subsidiaries
“H Shares”	means the overseas listed foreign invested shares, with a nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK dollars and listed on the Stock Exchange
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of EGM”	means the notice of the first extraordinary general meeting of 2018
“PRC”	means the People’s Republic of China

DEFINITIONS

“RMB”	means Renminbi, the lawful currency of the PRC
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	means the holders of Shares
“Shares”	means the shares in the share capital of the Company at par value of RMB1.00 per share, including Domestic Shares and H Shares
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited



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)

Non-executive Directors:

WANG Jun
LI Yihua

Executive Directors:

HE Zhihui (*Chairman*)
ZONG Xiaoping
WU Zhigang
ZHANG Jian

Independent Non-executive Directors:

SUN Chuanyao
CHEUNG Hung Kwong
FU Jun

Registered Office in the PRC:

Building C
No. 99, Xingshikou Road
Haidian District
Beijing
PRC

Head Office in the PRC:

Building C
No. 99, Xingshikou Road
Haidian District
Beijing
PRC

*Principal Place of Business
in Hong Kong:*

Room 4501
Far East Finance Centre
No. 16 Harcourt Road
Admiralty
Hong Kong

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR OF THE COMPANY
AND**

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018

INTRODUCTION

The purpose of this circular is to issue the notice of the EGM and provide you with

LETTER FROM THE BOARD

relevant information for making informed decisions to vote for or against the ordinary resolution regarding the following matters to be proposed at the meeting:

Ordinary Resolution

PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Board is pleased to announce its proposed appointment of Mr. GUI Weihua to take the place of Mr. SUN Chuanyao as an independent non-executive Director of the Company. The term of office shall start from the date of approval by the EGM and end upon the election of the next session of the Board. He shall exercise his power according to law and the Articles of the Company.

Set out below are the personal particulars of Mr. GUI Weihua:

Mr. GUI Weihua: Born in August 1950, he currently serves as the head of the “Nonferrous Metallurgical Automation”, the Ministry of Education’s Engineering Research Center of Central South University (中南大學「有色冶金自動化」教育部工程研究中心). Teaching in Central-South Institute of Mining and Metallurgy (中南礦冶學院) (now known as Central South University) since 1981, he was promoted to associate professor in 1988 and professor in 1990. He served as an independent director of HNAC Technology Co., Ltd. (SZSE stock code: 300490) from August 2011 to September 2017. Mr. GUI Weihua obtained a bachelor’s degree in Electrical and Automation for Industrial Enterprises from the Automation Department of Central-South Institute of Mining and Metallurgy in 1975, and a master’s degree in Industrial Automation from the Automation Department of Central-South Institute of Mining and Metallurgy in 1981. He was a visiting scholar at the Electrical Engineering Department of the University of Duisburg-Essen in Germany from 1986 to 1988. Mr. GUI Weihua was elected to be an academician of the Chinese Academy of Engineering in 2013.

Mr. GUI Weihua has confirmed that, save as disclosed above, (1) he did 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; (2) he has no relationship with any other directors, senior management, or substantial or controlling Shareholders of the Company; and (3) as of the date of the circular, he has no interest in any Shares of the Company within the meaning of Part XV of SFO.

Save as disclosed above, there is no other information relating to Mr. GUI Weihua required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and Mr. GUI Weihua has no current or previous involvement in any matters which require disclosure 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.

If the appointment of Mr. GUI Weihua as an independent non-executive Director of the Company is approved by the EGM of the Company, Mr. GUI Weihua will enter into a service contract with the Company as soon as possible. According to relevant regulations of the Company, Mr. GUI Weihua shall receive a monthly compensation of RMB10,000 (after tax) from the Company, as an independent non-executive Director.

LETTER FROM THE BOARD

EGM

The first EGM of 2018 will be held at Conference Room 211 of China Aluminum International Engineering Corporation Limited, Building C, No. 99, Xingshikou Road, Haidian District, Beijing, at 9 a.m. on Tuesday, 27 February 2018. The Notice of EGM is set out on pages 6 to 7 of this circular.

In order to determine the Shareholders entitled to attend the EGM to be convened on Tuesday, 27 February 2018, the register of members will be closed from Saturday, 27 January 2018 to Tuesday, 27 February 2018, both days inclusive, during which time no transfer of the Company's shares will be registered. The holders of H Shares of the Company shall lodge the relevant share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 26 January 2018.

Shareholders intending to attend the EGM must return the EGM reply slip 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 by hand or by post on or before Wednesday, 7 February 2018.

VOTING BY POLL AT EGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The Chairman of the EGM will therefore demand a poll for every resolution put to the vote of the EGM pursuant to Article 80 of the Articles.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she uses in the same manner.

RECOMMENDATION

The Board considers that the resolution mentioned above is in the best interest of the Company and its Shareholders. Accordingly, the Board recommends that Shareholders vote in favor of the resolution set out in the Notice of EGM and to be proposed at the EGM.

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

Beijing, PRC, 15 January 2018

As at the date of this circular, the non-executive directors are Mr. WANG Jun and Mr. LI Yihua; the executive directors are Mr. HE Zhihui, Mr. ZONG Xiaoping, Mr. WU Zhigang and Mr. ZHANG Jian; and the independent non-executive directors are Mr. SUN Chuanyao, Mr. CHEUNG Hung Kwong and Mr. FU Jun.



CHALIECO
中铝国际

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 EXTRAORDINARY
GENERAL MEETING OF 2018**

NOTICE IS HEREBY GIVEN that the 2018 first extraordinary general meeting of China Aluminum International Engineering Corporation Limited (the “**Company**”) will be held at Conference Room 211 of China Aluminum International Engineering Corporation Limited, Building C, No. 99, Xingshikou Road, Haidian District, Beijing, at 9 a.m. on Tuesday, 27 February 2018 to consider and, if thought fit, pass the following resolution.

Ordinary Resolution

1. To consider and approve the appointment of Mr. GUI Weihua as an independent non-executive director of the Company.

By order of the Board

China Aluminum International Engineering Corporation Limited

ZHAI Feng

Joint Company Secretary

Beijing, PRC, 9 January 2018

Notes:

1. In order to determine the list of Shareholders who are entitled to attend the 2018 first extraordinary general meeting to be convened on Tuesday, 27 February 2018, the register of members will be closed from Saturday, 27 January 2018 to Tuesday, 27 February 2018, both days inclusive, during which time no transfer of the Shares will be registered. In order to be qualified to attend and vote at the 2018 first extraordinary general meeting, the holders of H Shares of the Company shall lodge the relevant share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 26 January 2018.
2. A Shareholder who is entitled to attend and vote at the 2018 first extraordinary general meeting may appoint one or more proxies (regardless whether he/she is a Shareholder) to attend and vote at the 2018 first extraordinary general meeting on his or her behalf.
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.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018

4. To be valid, the form of proxy must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares of the Company) or the Company's head office in China (for holders of Domestic Shares of the Company) not less than 24 hours prior to the holding of the 2018 first extraordinary general 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 2018 first extraordinary general meeting on behalf of the appointer.
6. The Company has the rights to request a proxy who attends the extraordinary general meeting on behalf of a Shareholder to provide proof of identity.
7. The 2018 first extraordinary general meeting is expected to take less than half a day. Shareholders who attend the 2018 first extraordinary general 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:

Building C, No. 99, Xingshikou Road, Haidian District,
Beijing, PRC

As at the date of this notice, the non-executive directors are Mr. WANG Jun and Mr. LI Yihua; the executive directors are Mr. HE Zhihui, Mr. ZONG Xiaoping, Mr. WU Zhigang and Mr. ZHANG Jian; and the independent non-executive directors are Mr. SUN Chuanyao, Mr. CHEUNG Hung Kwong and Mr. FU Jun.