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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)**

## **SUPPLEMENTARY NOTICE OF 2015 ANNUAL GENERAL MEETING**

Reference is made to the notice of the AGM issued by China Aluminum International Engineering Corporation Limited (the “**Company**”) dated 8 April 2016 which set out the resolutions to be considered by Shareholders at the AGM to be convened at Conference Room 211 of China Aluminum International Engineering Corporation Limited, Block C, Xingshikou Road No. 99, Haidian District, Beijing, at 9:30 a.m. on 25 May 2016. Unless indicated otherwise, capitalised terms used in this supplementary notice shall have the same meanings as those defined in the circular dated 8 April 2016 and supplementary circular dated 9 May 2016, respectively. Additional resolution has been proposed since the dispatch of the notice dated 8 April 2016.

**SUPPLEMENTARY NOTICE** is hereby given that the AGM will be held as originally scheduled. In addition to the resolutions set out in the notice of the AGM dated 8 April 2016, the following resolution will be considered and approved (additional resolution is marked with “\*”):

### **ORDINARY RESOLUTIONS**

To consider the following matters as ordinary resolutions:

1. To consider and approve the Board of Directors’ report for 2015.
2. To consider and approve the Board of Supervisors’ report for 2015.
3. To consider and approve the final financial report for 2015.
4. To consider and approve the report of financial budget for 2016.
5. To consider and approve the Company’s profits distribution and dividends distribution plan for 2015.
6. To consider and approve the remuneration plan for Directors for 2016.

7. To consider and approve the remuneration plan for Supervisors for 2016.
8. To consider and approve the appointment of PKF Hong Kong (大信梁學濂(香港)會計師事務所) to take the place of PricewaterhouseCoopers as the international auditor of the Company and 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)) to take the place of PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Company for 2016.
9. To consider and approve the appointment of a Director.
10. To consider and approve the change of auditor for the Issue of A shares:

References are made to the announcement dated 18 June 2015 of the Company in relation of the initial public offering of A shares, the circular dated 5 August 2015 in relation to the first extraordinary general meeting of 2015, the first Domestic Shareholders class meeting of 2015 and the first H Shareholders Class meeting of 2015, and the announcement dated 25 August 2015 in relation to the poll results of the first extraordinary general meeting of 2015, the first Domestic Shareholders class meeting of 2015 and the first H Shareholders class meeting of 2015. The Company considered and passed the resolution regarding the engagement of PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the auditor for the Issue of A Shares. Given that the Company proposed change of international and domestic auditors for 2016, the Company proposed the engagement of Daxin Certified Public Accountants (Special General Partnership) as the auditor for the Issue of A Shares, with a term starting from the examination and approval date at the AGM and ending on the completion date of the Issue of A Shares of the Company.

### **SPECIAL RESOLUTIONS**

To consider and approve the following matters as special resolutions:

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 domestic shares and/or new H shares that shall not exceed 20% of the respective aggregate nominal amount of the domestic shares and/or H shares in issue of the Company at the time of passing such resolutions and authorise 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.

For those General Mandates, the authority is defined as:

- (A) Without prejudice to the relevant requirement under the Listing Rules on The Stock Exchange of Hong Kong Limited, the articles of association of the Company and applicable laws and regulations in the PRC, to grant unconditional General Mandates to the Board during the relevant period. The Board may, independently or simultaneously, allot, issue and deal with additional domestic shares and/or H

shares of the Company and enter into or grant sales offers, agreements and share options according to conditions below:

- (a) Except that the Board may enter into or grant sales offers, agreements and share options which would or might require the exercise of such power after the expiry of the Relevant Period, such power shall not exceed “the relevant period”:

“The relevant period” means the period from date of passing this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company after the passing of this resolution;
  - (ii) the expiry date of 12 months after the passing of this resolution; or
  - (iii) the date on which the mandates mentioned in this resolution are revoked or amended by a special resolution in a general meeting of the Company.
- (b) Except under the “rights issue” or any share options scheme or similar arrangement from time to time being adopted by the Company for the grant or issue of the shares of the Company or rights to acquire shares to officers and/or staff of the Company and/or any of its subsidiaries, the number of domestic shares and H shares issued or allotted or to be issued or allotted conditionally or unconditionally (whether pursuant to a share option or otherwise) shall not exceed 20% of the existing domestic shares and overseas listed foreign invested shares (H shares) respectively issued by the Company on the date of the passing of this resolution:

“Rights Issue” means the allotment or issue of shares or other securities of the Company and such allotment or issue requires offer proposed to all shareholders of the Company (excluding for this the purpose, the shareholders where the laws of their place of residence do not allow this offer) and other eligible share capital equity securities holders of the Company (if applicable). The persons mentioned above shall receive such offer pursuant to their shareholding proportions (excluding fractional equity) of shares or other equity securities of the Company.

The Board will exercise the power under such mandate according to the Company Law of the PRC and the Listing Rules of the Hong Kong Stock Exchange amended from time to time and upon the necessary approval from the relevant regulatory authorities;

- (B) To authorise the Board to amend the articles of associations of the Company as it thinks fit in order to increase the registered share capital and reflect new equity structure after the proposed allotment, issue of and dealing with shares;

(C) Upon the allotment, issue of and dealing with shares according to this resolution by the Board, the Board is authorised to approve, sign and execute, or prompted to sign or execute all documents, deeds and matters for such allotment, issue and dealing if it thinks fit, including but not limited to the scale of issue, issue price, the use of proceeds from fund raising, the target of issue, the issue place and time, all necessary applications made to relevant authorities, the entering of underwriting agreements or any other agreements, and complete all necessary documentation and registration at relevant regulatory authorities in the PRC and Hong Kong.

12. To consider and approve the extension of the validity period of the resolution of the general meeting in relation to the Issue of A Shares;

References are made to the announcement dated 18 June 2015 of the Company, the circular dated 5 August 2015 in relation to the first extraordinary general meeting of 2015, the first Domestic Shareholders class meeting of 2015 and the first H Shareholders Class meeting of 2015, and the announcement dated 25 August 2015 in relation to the poll results of the first extraordinary general meeting of 2015, the first Domestic Shareholders class meeting of 2015 and the first H Shareholders class meeting of 2015, which are in relation to the initial public offering of A Shares by the Company.

Given that the Company's application for the Issue of A Shares is still in progress, and the validity period of the resolutions in respect of Issue of A Shares as well as the authorisation period of the Board for handling matters in relation to the Issue of A Shares passed at the first extraordinary general meeting of 2015, the first Domestic Shareholders class meeting of 2015 and the first H Shareholders class meeting of 2015 held by the Company on 25 August 2015 will expire soon, the Board determined to propose special resolutions at the general meeting:

1. to consider and approve the proposal regarding the extension of the validity period of the resolution of the general meeting in respect of the Issue of A Shares; and
2. to consider and approve the proposal regarding the extension of the authorisation period of the Board for handling matters in relation to the Issue of A Shares.

On the basis of the following reasons, having made due and careful consideration, the Company has determined to extend the validity period of the resolution in respect of the Issue of A Shares: (i) approvals from relevant regulatory departments in the PRC are required for the Issue of A Shares. As of the publication date of this announcement, the Issue of A Shares has not yet been approved by relevant regulatory departments in the PRC. It would be impracticable for the Company to estimate when such approvals will be granted; and (ii) follow-up matters in respect of the Issue of A Shares shall remain to be dealt by the Board under the authorisation 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 validity period of the resolution in respect of Issue of A Shares and the validity period of authorisation to the Board for handling matters in relation to the Issue of A Shares for 12 months after the date of the approval at the 2015 AGM and the Class Meetings.

13. To consider and approve the extension of the valid period authorizing the Board to deal with relevant matters of the issue of A shares:

Please refer to resolution 12 as detailed above.

14. To consider and approve the general mandate to issue renewable corporate bond in the PRC\*.

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 issue 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 engaging 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 engaging 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 Company, the issuing entities and/or 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 issue 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).

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

Beijing, PRC, 9 May 2016

*Notes:*

1. Save for the inclusion of the newly submitted resolution, there are no other changes to the resolutions set out in the notice of the AGM dated 8 April 2016. For the details and other matters in relation to the other resolutions to be considered at the AGM, please refer to the notice of the AGM and the circular of the Company dated 8 April 2016.
2. Since the form of proxy sent together with the circular dated 8 April 2015 (the “**First Form of Proxy**”) does not contain the additional proposed resolutions as set out in this supplementary notice, a new form of proxy (the “**Revised Form of Proxy**”) has been prepared and is enclosed with this supplementary notice.
3. The Revised Form of Proxy for use at the AGM is enclosed and is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company’s website ([www.chalco.com.cn](http://www.chalco.com.cn)). Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the Revised Form of Proxy will not preclude you from attending the AGM and voting in person if you so wish.
4. A Shareholder who has not yet lodged the First Form of Proxy in accordance with the instructions printed thereon is requested to lodge the Revised Form of Proxy if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the First Form of Proxy should not be lodged.
5. A Shareholder who has already lodged the First Proxy Form in accordance with the instructions printed thereon should note that:
  - (i) If no Revised Form of Proxy is lodged in accordance with the instructions printed thereon, the First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions as set out in this supplementary notice.
  - (ii) If the Revised Form of Proxy is lodged in accordance with the instructions printed thereon not less than 24 hours before the time appointed to hold the AGM or any adjourned meeting (the “**Closing Time**”), the Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed.
  - (iii) If the Revised Form of Proxy is lodged after the Closing Time, the Revised Form of Proxy will be deemed invalid. It will not revoke the First Form of Proxy previously lodged by the shareholder. The First Form of Proxy will be treated as a valid form of proxy if duly completed. The proxy appointed under the First Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions as set out in this supplementary notice.
6. Shareholders are reminded that completion and return of the First Form of Proxy and/or the Revised Form of Proxy will not preclude them from attending and voting in person at the AGM or any adjournment thereof.

*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.*