

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

*These materials are not an offer for sale of the Asia Aluminum Shares in the United States. The Asia Aluminum Shares have not been registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be sold in the United States absent registration or an exemption from registration under the Securities Act.*

# **AA INVESTMENTS COMPANY LIMITED**

*(Incorporated in Bermuda with limited liability)*



# **ASIA ALUMINUM HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 930)**

## **JOINT ANNOUNCEMENT**

### **PROPOSED PRIVATISATION OF ASIA ALUMINUM HOLDINGS LIMITED BY AA INVESTMENTS COMPANY LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 99 OF THE COMPANIES ACT OF BERMUDA**

### **DESPATCH OF SCHEME DOCUMENT AND LETTER TO OPTIONHOLDERS**

**Financial Adviser to AA Investments Company Limited  
Merrill Lynch (Asia Pacific) Limited**



**Independent Financial Adviser to the Independent Board Committee of  
Asia Aluminum Holdings Limited  
ING Bank N.V.**



#### **Despatch of Scheme Document and Letter to Optionholders**

The Scheme Document has been despatched to Asia Aluminum Shareholders and Optionholders on Tuesday, 4 April 2006. The Letter to Optionholders has been despatched to Optionholders on the same day. The respective notices of the Court Meeting and the Special General Meeting of the Company to be held on Wednesday, 3 May 2006 are set out in the Scheme Document and were published in the South China Morning Post and Hong Kong Economic Times on 4 April 2006.

#### **Recommendations of the Asia Aluminum Independent Board Committee**

The Scheme Document contains, among other things, a letter from the Independent Financial Adviser, giving its advice and recommendations to the Independent Board Committee on the Proposals, and a letter from the Independent Board Committee containing its advice to the Independent Shareholders and the Optionholders in relation to the Share Proposal and the Option Proposal, respectively. Independent Shareholders and Optionholders should consider carefully the recommendations of the Independent Board Committee and the factors, reasons and recommendations in relation to the Proposals set out in the letter from ING Bank N.V., the Independent Financial Adviser to the Independent Board Committee.

#### **Closure of registers of members of Asia Aluminum**

For the purpose of determining the entitlements of Scheme Shareholders to attend and vote at the Court Meeting and the entitlements of Asia Aluminum Shareholders to attend and vote at the Special General Meeting, the registers of members of Asia Aluminum in Bermuda and in Hong Kong will be closed from Wednesday, 26 April 2006 to Wednesday, 3 May 2006 (both days inclusive). During such period no transfer of Asia Aluminum Shares will be effected.

### **Conditions of the Share Proposal and the Option Proposal**

**Asia Aluminum Shareholders, Optionholders and/or potential investors in Asia Aluminum should be aware that the implementation of the Proposals is subject to the satisfaction or waiver, as applicable, of the conditions as detailed in the Scheme Document, and therefore the Proposals may or may not become effective.** Subject to all the conditions of the Proposals being fulfilled or waived, as applicable, the Scheme is expected to become effective on Tuesday, 23 May 2006. Details of these conditions are set out in the Scheme Document. The Scheme will lapse if it does not become effective on or before 31 July 2006 (or such later date as AA Investments and the Company may agree or (to the extent applicable) as the Supreme Court may direct and as may be permitted by the Takeovers Code) and provided that such extended date shall not be beyond 31 October 2006, and Asia Aluminum Shareholders will be notified accordingly by press announcement. The Option Proposal is subject to and conditional upon the Scheme becoming effective.

**Asia Aluminum Shareholders, Optionholders and/or potential investors in Asia Aluminum are advised to exercise extreme caution when dealing in Asia Aluminum Shares and/or Options.**

Reference is made to the joint announcements by AA Investments and the Company dated 16 March 2006 (“First Joint Announcement”) and 27 March 2006 (“Second Joint Announcement”, and together with the First Joint Announcement, the “Announcements”). In the First Joint Announcement it was announced that AA Investments requested the Board to put forward the Share Proposal to the Scheme Shareholders for cancellation of the Scheme Shares to effect the privatisation of the Company by way of a scheme of arrangement under Section 99 of the Companies Act and informed the Board that it will make the Option Proposal to Optionholders for the cancellation of Outstanding Options in exchange for cash. In the Second Joint Announcement it was announced that the Share Offer Price and the Option Offer Price had been increased, and that AA Investments had received irrevocable undertakings from certain Asia Aluminum Shareholders to vote in favour of the Scheme.

Terms defined in the composite document despatched to Asia Aluminum Shareholders and Optionholders on 4 April 2006 containing, among other things, details of the Scheme (the “Scheme Document”) shall have the same meanings when used in this announcement unless the context otherwise requires.

### **DESPATCH OF THE SCHEME DOCUMENT AND LETTER TO OPTIONHOLDERS**

The Scheme Document containing details of the Scheme was despatched to Asia Aluminum Shareholders and Optionholders on 4 April 2006. The Letter to Optionholders was despatched to Optionholders on the same day. The respective notices of the Court Meeting and the Special General Meeting to be held on Wednesday, 3 May 2006 are set out in the Scheme Document and were published in the South China Morning Post and Hong Kong Economic Times on 4 April 2006.

The Scheme Document contains, among other things, further details of the Proposals, the expected timetable, the explanatory statement of the Scheme as required under the Companies Act, information regarding AA Investments and the Group, the letters from the Board, the Independent Board Committee and the Independent Financial Adviser to the Independent Board Committee, a sample Letter to Optionholders, notice of the Court Meeting and notice of the Special General Meeting.

### **RECOMMENDATIONS OF THE INDEPENDENT BOARD COMMITTEE**

The Independent Board Committee, comprising Mr. Yau Wing Keung, Mr. Ma Tsz Chun and Mr. Chou Shun, Alan, all being independent non-executive directors of Asia Aluminum, has been established to make recommendations to the Independent Shareholders in respect of the Share Proposal and to the Optionholders in respect of the Option Proposal.

ING Bank N.V. has been appointed by the Independent Board Committee as the independent financial adviser to advise the Independent Board Committee in connection with the Proposals. The Scheme Document contains, among other things, a letter from the Independent Financial Adviser giving its advice and recommendations to the Independent Board Committee on the Proposals.

The Independent Shareholders and Optionholders are urged to read and consider carefully the recommendations of the Independent Board Committee and the factors, reasons and recommendations in relation to the Share Proposal and the Option Proposal set out in the letter from the Independent Financial Adviser.

### **FURTHER IRREVOCABLE UNDERTAKING**

Subject to the paragraph below, AA Investments has received a further irrevocable undertaking to vote at the Court Meeting and at the Special General Meeting to approve the Share Proposal to privatise the Company at the Share Offer Price in respect of up to a further 84,876,000 Scheme Shares from Martin Currie Inc. and Martin Currie Investment Management Limited (collectively, “Martin Currie”) (the “Further Undertaking”).

The Further Undertaking shall lapse if (i) the proposal to privatise the Company is not approved at the Meetings; (ii) a third party makes a higher competing offer for the Company; or (iii) if the Scheme lapses on or before 31 July 2006 or such later date as AA Investments and the Company may agree as to the extension of time for fulfilment or satisfaction of the conditions of the Scheme provided always such extension is not beyond 31 October 2006. The Further Undertaking is subject to Martin Currie continuing to be in control of the voting rights in respect of the relevant 84,876,000 Asia Aluminum Shares it currently holds and Martin Currie’s position as investment manager in respect of those Asia Aluminum Shares not being amended or terminated or under notice of termination.

Taken together with the irrevocable undertakings described in the Second Joint Announcement, AA Investments has now received irrevocable undertakings in respect of up to 1,149,822,843 Scheme Shares, representing a total of up to approximately 55.5 per cent. of the Scheme Shares held by Independent Shareholders.

### **COURT MEETING AND SPECIAL GENERAL MEETING**

The Court Meeting and the Special General Meeting are scheduled to be held at 10.00 a.m. and 11.00 a.m., respectively, on Wednesday, 3 May 2006 at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong. The Supreme Court has directed that the Court Meeting be held to consider and, if thought fit, to approve the Scheme (with or without modification). The Special General Meeting shall be held for the purpose of considering, and if thought fit, passing a special resolution to approve the capital reduction arising as a result of the Scheme.

Notices of the Meetings were published in the South China Morning Post and in Hong Kong Economic Times on 4 April 2006 and are contained in the Scheme Document.

Further announcements will be made by the Company in relation to, among other things, the voting results of the Court Meeting and the Special General Meeting.

#### **CLOSURE OF REGISTERS OF MEMBERS**

For the purpose of determining entitlements of the Independent Shareholders to attend and vote at the Court Meeting and the entitlements of Asia Aluminum Shareholders to attend and vote at the Special General Meeting, the registers of members of the Company in Hong Kong and Bermuda will be closed from Wednesday, 26 April 2006 to Wednesday, 3 May 2006 (both days inclusive). During such period no transfer of Asia Aluminum Shares will be effected. In order to qualify to vote at the Court Meeting and at the Special General Meeting, shareholders should ensure that the relevant transfer documentation for their Asia Aluminum Shares is lodged with the registrar of the Company for registration in their names or in the names of their nominees before the closure of the registers of members of the Company. The registrar of the Company in Hong Kong is Hong Kong Registrars Limited which is located at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.

#### **CONDITIONS OF THE PROPOSALS**

Asia Aluminum Shareholders, Optionholders and/or potential investors in Asia Aluminum should be aware that the implementation of the Proposals is subject to the satisfaction or waiver, as applicable, of the conditions as detailed in the Scheme Document and therefore the Proposals (and the Scheme) may or may not become effective. Subject to all the conditions of the Proposals being fulfilled or waived, as applicable, the Scheme is expected to become effective on Tuesday, 23 May 2006 (Bermuda time).

The Scheme will lapse if it does not become effective on or before 31 July 2006 (or such later date as AA Investments and the Company may agree or (to the extent applicable) as the Supreme Court may direct and as may be permitted by the Takeovers Code) and provided that such extended date shall not be beyond 31 October 2006 and Asia Aluminum Shareholders will be notified accordingly by press announcement.

#### **EXPECTED TIMETABLE**

The expected timetable for the Proposals is as follows:

Latest time for lodging transfers of Asia Aluminum Shares to qualify for entitlement to attend and vote at the Court Meeting and the Special General Meeting .....	4:00 p.m. on Tuesday, 25 April 2006
Register closed for determination of entitlements to attend and vote at the Court Meeting and the Special General Meeting ( <i>Note 1</i> ) .....	from Wednesday, 26 April 2006 to Wednesday, 3 May 2006 (both dates inclusive)
Latest time for lodging forms of proxy in respect of:	
Special General Meeting ( <i>Note 2</i> ) .....	11:00 a.m. on Monday, 1 May 2006
Court Meeting ( <i>Note 2</i> ) .....	10:00 a.m. on Wednesday, 3 May 2006
Suspension of dealings in Asia Aluminum Shares .....	9:30 a.m. on Wednesday, 3 May 2006
Court Meeting .....	10:00 a.m. on Wednesday, 3 May 2006
Special General Meeting ( <i>Note 3</i> ) .....	11:00 a.m. on Wednesday, 3 May 2006
Press announcement of the results of the Meetings in South China Morning Post and Hong Kong Economic Times .....	Thursday, 4 May 2006
Resumption of dealing in Asia Aluminum Shares .....	9:30 a.m. on Thursday, 4 May 2006
Last day for dealing in Asia Aluminum Shares .....	Thursday, 11 May 2006
Latest time for lodging transfers of the Scheme Shares to qualify for entitlements under the Scheme .....	4:00 p.m. on Tuesday, 16 May 2006
Scheme Record Date .....	Wednesday, 17 May 2006
Register closed for determination of entitlements to qualify under the Scheme ( <i>Note 4</i> ) .....	Wednesday, 17 May 2006 to Thursday, 18 May 2006 (both dates inclusive)
Court hearing of the petition to sanction the Scheme .....	9:30 a.m. on Friday, 19 May 2006 (Bermuda time)
Press announcement of the results of hearing of the petition to sanction the Scheme in South China Morning Post and Hong Kong Economic Times .....	Monday, 22 May 2006
Effective Date ( <i>Note 5</i> ) .....	Tuesday, 23 May 2006
Press announcement on Effective Date and withdrawal of listing in South China Morning Post and Hong Kong Economic Times .....	Wednesday, 24 May 2006

Expected withdrawal of the listing of Asia Aluminum Shares on the  
Stock Exchange becomes effective (*Note 6*) ..... 9:30 a.m. on Wednesday, 24 May 2006

Cheques for cash payment under the Share Proposal and  
the Option Proposal to be despatched on or before ..... Friday, 2 June 2006

**Shareholders should note that the above timetable is subject to change. Further announcement(s) will be made in the event that there is any change.**

*Notes:*

1. The registers of members of the Company kept in Bermuda and Hong Kong will be closed during such period for the purpose of determining the entitlements of the Scheme Shareholders to attend and vote at the Court Meeting and of Asia Aluminum Shareholders to attend and vote at the Special General Meeting. This book close period is not for determining the entitlements of the Scheme Shareholders under the Scheme.
2. Forms of proxy should be lodged with the Company at 12/F., Railway Plaza, 39 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong, marked "For the attention of the Company Secretary, Privatisation of the Company", as soon as possible and in any event not later than the times and dates stated above or, in the case of the pink form of proxy in respect of the Court Meeting, it may be handed to the chairman of the Court Meeting at the Court Meeting. Completion and return of a form of proxy for the Court Meeting or the Special General Meeting will not preclude an Asia Aluminum Shareholder from attending the relevant Meeting and voting in person. In such event, the returned form of proxy will be deemed to have been revoked.
3. The Special General Meeting will be held at the scheduled time as stated above or soon thereafter on the conclusion of the Court Meeting or after any adjournment of the Court Meeting.
4. The registers of members of the Company kept in Bermuda and Hong Kong will be closed during such period for the purpose of determining Scheme Shareholders who are qualified for entitlements under the Scheme.
5. The Scheme will become effective when (a) it is sanctioned (with or without modification) by the Supreme Court and (b) an office copy of the order of the Supreme Court sanctioning the Scheme is delivered to the Registrar of Companies in Bermuda for registration. Registration is expected to take place on 23 May 2006. Scheme Shareholders should note the conditions of the Proposals set out in the Scheme Document.
6. It is expected that the listing of Asia Aluminum Shares on the Stock Exchange will be withdrawn on or before 24 May 2006, being the first Trading Day after the Effective Date.

**Asia Aluminum Shareholders, Optionholders and/or potential investors in Asia Aluminum should be aware that the implementation of the Proposals is subject to the satisfaction or waiver, as applicable, of the conditions as detailed in the Scheme Document and therefore the Proposals may or may not become effective. They are advised to exercise caution when dealing in Asia Aluminum Shares and/or Options.**

**AA Investments and Asia Aluminum hereby remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of Asia Aluminum.**

By order of the board of directors  
**AA INVESTMENTS COMPANY LIMITED**  
**Mr. Kwong Wui Chun**  
*Director*

By order of the Board  
**ASIA ALUMINUM HOLDINGS LIMITED**  
**Mr. Yau Wing Keung**  
*Independent Non-Executive Director*

Hong Kong, 4 April 2006

*As at the date of this announcement, the board of directors of AA Investments comprises Mr. Kwong Wui Chun, Dr. Chan Yiu Tsuan, Benby and Mr. Zhong Jianqiu.*

*The directors of AA Investments jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Asia Aluminum Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than as specified above) have been arrived at after due and careful consideration and there are no facts (other than those relating to the Asia Aluminum Group) not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, the Asia Aluminum Board comprises Mr. Kwong Wui Chun, Dr. Chan Yiu Tsuan, Benby and Mr. Zhong Jianqiu as executive directors and Mr. Yau Wing Keung, Mr. Ma Tsz Chun and Mr. Chou Shun, Alan as independent non-executive directors.*

*The directors of Asia Aluminum jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to AA Investments) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than as specified above) have been arrived at after due and careful consideration and there are no facts (other than those relating to AA Investments) not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

"Please also refer to the published version of this announcement in South China Morning Post."