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

If you have sold or transferred all your shares in Chinalco Mining Corporation International, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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CHINALCO-MMC

Chinalco Mining Corporation International

中 鋁 礦 業 國 際

(incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 3668)

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

AND

(2) RE-ELECTION OF RETIRING DIRECTORS

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Chinalco Mining Corporation International to be held at Room 3003, Chinalco Mansion, No. 62 North Xizhimen Street, Beijing (100082) on Wednesday, 26 June 2013 at 9:30 a.m. is set out on pages 18 to 23 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk. Whether or not you intend to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deliver it to the Hong Kong share registrar of Chinalco Mining Corporation International, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude any shareholder from attending and voting in person at the annual general meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

24 May 2013

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DEFINITIONS

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

“Annual General Meeting”	means the annual general meeting of the Company to be held at Room 3003, Chinalco Mansion, No. 62 North Xizhimen Street, Beijing (100082) on Wednesday, 26 June 2013 at 9:30 a.m., or any adjournment thereof, notice of which is set out on pages 18 to 23 of this circular
“Articles of Association”	means the articles of association of the Company adopted by special resolution on 8 May 2012 and effective on the Listing Date
“Board”	means the board of Directors of the Company
“Chinalco”	means Aluminum Corporation of China (中國鋁業公司), a state-owned enterprise incorporated under the laws of the PRC and the indirect Controlling Shareholder of the Company
“COH”	means Aluminum Corporation of China Overseas Holdings Limited (中鋁海外控股有限公司), a company incorporated under the laws of Hong Kong, and the direct Controlling Shareholder of the Company
“Company”	means Chinalco Mining Corporation International (中鋁礦業國際), an exempted company incorporated under the Companies Law of the Cayman Islands with limited liability on 24 April 2003
“Companies Law”	means the Companies Law (2012 Revision) of the Cayman Islands
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and, in the context of this circular, refers to COH and/or Chinalco (as the context may require)
“Director(s)”	means the director(s) of the Company
“Group”	means the Company and its subsidiaries
“HK\$”	means Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	means a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue, grant, distribute and otherwise deal with Shares set out as resolution 4(A) and extended by resolution 4(C) in the Notice
“Latest Practicable Date”	means 20 May 2013, being the latest practicable date prior to the printing of this circular
“Listing Date”	means the date, 31 January 2013, on which dealings in the Shares first commenced on the Stock Exchange
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Notice”	means the notice convening the Annual General Meeting
“Ordinary Shares”	means ordinary shares of nominal value of US\$0.04 each in the share capital of the Company
“PRC”	means the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	means a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to repurchase Shares set out as resolution 4(B) in the Notice
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	means Ordinary Share(s) and other share(s) in the share capital of the Company
“Shareholder(s)”	means the holder(s) of the Share(s)
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“Takeovers Code”	means the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“Toromocho Project”	means a porphyry copper, potentially open pittable, mineral deposit situated in the Morococha district in central Peru
“%”	means per cent.

LETTER FROM THE BOARD



CHINALCO-PMC

Chinalco Mining Corporation International

中 鋁 礦 業 國 際

(incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 3668)

Non-executive Directors:

Dr. Xiong Weiping
Dr. Liu Caiming
Dr. Zhang Chengzhong

Registered office:

PO Box 309 Uglan House
Grand Cayman
KY1-1104, Cayman Islands

Executive Directors:

Dr. Peng Huaisheng
Mr. Huang Shanfu
Ms. Liang Yunxing

Corporate headquarters:

No. 62, Xi Zhi Men Bei Da Jie
Haidian District
Beijing, PRC

Independent non-executive Directors:

Mr. Scott McKee Hand
Mr. Ronald Ashley Hall
Mr. Lai Yat Kwong Fred
Mr. Francisco Augusto Baertl Montori

Place of business in Hong Kong:

8th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

24 May 2013

To the Shareholders

Dear Sir or Madam

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

AND

(2) RE-ELECTION OF RETIRING DIRECTORS

AND

(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of the Annual General Meeting and further information in relation to, amongst other matters, the following proposals to be put forward at the Annual General Meeting: (a) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; and (b) the re-election of the retiring Directors.

LETTER FROM THE BOARD

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution 4(A) will be proposed to grant a general and unconditional mandate to the Directors to exercise all powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares up to 20% of the issued share capital of the Company as at the date of passing of the resolution in relation to the Issue Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution).

As at the Latest Practicable Date, the issued share capital of the Company comprised 11,817,782,428.58 Ordinary Shares. Subject to the passing of ordinary resolution 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Issue Mandate will cover the issue of a maximum of 2,363,556,485 Shares.

In addition, subject to a separate approval of ordinary resolutions 4(B) and 4(C), the number of Shares repurchased by the Company under ordinary resolution 4(B) will also be added to extend the 20% limit of the Issue Mandate as mentioned in ordinary resolution 4(A) provided that such additional amount shall not exceed 10% of the issued share capital of the Company as at the date of passing the resolutions in relation to the Issue Mandate and Repurchase Mandate.

REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase Shares representing up to 10% of the issued share capital of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution). Subject to the passing of ordinary resolution 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Repurchase Mandate will cover a maximum of 1,181,778,242 Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Articles of Association, Dr. Xiong Weiping, Dr. Liu Caiming, Dr. Zhang Chengzhong, Dr. Peng Huaisheng, Mr. Huang Shanfu, Ms. Liang Yunxing, Mr. Scott McKee Hand, Mr. Ronald Ashley Hall, Mr. Lai Yat Kwong Fred and Mr. Francisco Augusto Baertl Montori will retire and, being eligible, stand for re-election as Director(s) at the Annual General Meeting.

Details of the above retiring Directors who are standing for re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

NOTICE

Set out on pages 18 to 23 of this circular is the Notice containing, inter alia, ordinary resolutions in relation to granting the Directors the Issue Mandate and the Repurchase Mandate and approving the re-election of the retiring Directors.

For determining eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 20 June 2013 (Thursday) to 26 June 2013 (Wednesday), both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 19 June 2013 (Wednesday).

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deliver it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.6 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly each of the resolutions set out in the Notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Issue Mandate and the Repurchase Mandate and approving the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Chinalco Mining Corporation International
Xiong Weiping
Chairman

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

The following are the particulars of the Directors (as required by the Listing Rules) standing for re-election at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interests that were required to be disclosed under Part XV of the SFO.

None of the Directors who are standing for re-election at the Annual General Meeting has entered into any service contract that is not terminable by the Company within one year without payment of compensation (other than statutory compensation).

If re-elected, each of the Directors will be appointed until their retirement by rotation in accordance with the Articles of Association and the Listing Rules, unless the appointment was terminated prior thereto.

Information about Directors' emolument is set out in the Annual Report of the Company for the year ended 31 December 2012. Save as disclosed in the Annual Report, none of the Directors have received any other emoluments (including any bonus payments, whether fixed or discretionary in nature) for the year ended 31 December 2012. The emolument of the re-elected directors will be determined by the Board with reference to their duties and responsibilities in the Company.

Save as disclosed herein, the following directors are not otherwise related to any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other matter relating to the re-election of the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NON-EXECUTIVE DIRECTORS

Xiong Weiping (熊維平)

Dr. Xiong Weiping, aged 57, has been a Non-executive Director and the Chairman of the Company since 28 February 2012. He has been the general manager of Chinalco since January 2009 and the chairman and chief executive officer of Aluminum Corporation of China Limited (中國鋁業股份有限公司) ("Chalco") since May 2009, and is currently serving as the chairman of China Copper Corporation Limited* (中國銅業有限公司), China Rare Earth Co., Ltd.* (中國稀有稀土有限公司) ("CREC"), COH and Chinalco Finance Company Limited (中鋁財務有限責任公司) ("CFC").

From June 2006 to January 2009, Dr. Xiong was the vice chairman and general manager of China Travel Service (Holdings) Hong Kong Limited (香港中旅(集團)有限公司) and was an executive director of China Travel International Investment Hong Kong Limited (香港中旅國際投資有限公司), a company listed on the Stock Exchange, from July 2006 to March 2009. Dr. Xiong served as the vice general manager of Chinalco from February 2001 to June 2006, and was also an executive director (from September 2001 to June 2006), senior vice president (from September 2001 to May 2004) and president (from May 2004 to

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

June 2006) of Chalco. From August 2000 to February 2001, he was a member of the organizing committee of Chinalco. From August 1999 to August 2000, Dr. Xiong served as vice general manager of China Copper, Lead & Zinc Group Corporation* (中國銅鉛鋅集團公司). Prior to that, Dr. Xiong was the standing vice-chancellor and dean of the Faculty of Management, and a professor and Ph.D. tutor of Central South University of Technology.

Dr. Xiong has been serving Chalco since September 2001, and played a key role in its formation and initial public offering in 2001. During his time as general manager of Chinalco, Dr. Xiong developed the strategy of transforming Chinalco into a top tier global mineral company with most growth potential. Under his leadership, Chinalco has worked towards optimizing the development of aluminum, prioritizing the development of copper, consolidating the development of rare earth, leading in the rapid development of coal and iron ore, endeavoring in engineering developments, selectively developing new industries, accelerating overseas development, expanding the global trading business and ensuring the development direction of the supply of material for the purpose of China's military industry and key technological projects.

Dr. Xiong graduated from Central South University of Technology with a master's degree in mineral processing in December 1983. He obtained a Ph.D. degree in mineral engineering from Central South University of Technology in February 1988 and completed postdoctoral research in economics in the Guanghua School of Management, Peking University in August 1996. He has academic achievements and extensive experience in economics, corporate management and metal mining. Dr. Xiong has over 30 years of research and management experience in the mining industry.

Liu Caiming (劉才明)

Dr. Liu Caiming, aged 50, has been a Non-executive Director of the Company since 1 May 2013. He is also deputy general manager of Chinalco and a non-executive director of Chalco. Graduated from the School of Economics of Fudan University, Dr. Liu is a doctoral candidate, senior accountant and certified public accountant in the PRC. Having been engaged in financial management at large state-owned enterprises for a long time, Dr. Liu has extensive experience in finance and business management. Dr. Liu joined Chinalco in January 2007. He had served as the deputy head and Head of the Finance Department of China Non-ferrous Metals Foreign-Engineering Corporation (中國有色金屬對外工程公司), deputy general manager of China Non-ferrous Metals Construction Group Limited (中國有色金屬建設集團公司), deputy general manager of China Non-ferrous Construction Group Limited (中色建設集團有限公司), director and deputy general manager of China Non-ferrous Metal Industry's Foreign Engineering and Construction Co., Ltd. (中國有色金屬建設股份有限公司), deputy general manager of China Nonferrous Metals Mining and Construction (Group) Co., Ltd. (中國有色礦業建設集團有限公司), deputy general manager of Chinalco, chairman of the board of Yunnan Copper Industry (Group) Co., Ltd. (雲南銅業(集團)有限公司), chairman of the board of Chinalco Shanghai Copper Co., Ltd. (中鋁上海銅業有限公司), executive director of Chinalco Kunming Copper Co., Ltd. (中鋁昆明銅業有限公司), director and president of China Copper Co., Ltd. (中國銅業有限公司) and the senior vice president and chief financial officer of Chalco. Dr. Liu has also acted as the titular deputy head of the

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Department of Finance of Yunnan Province, a director of the State-owned Assets Supervision and Administration Commission of Yunnan Province and assistant to the governor of Yunnan Province.

Zhang Chengzhong (張程忠)

Dr. Zhang Chengzhong, aged 52, has been a Non-executive Director of the Company since 1 May 2013. He is also the deputy general manager of Chinalco, a director and the president of China Copper Co., Ltd. (中國銅業有限公司) and the Chairman of the board of China Aluminum International Engineering Corporation Limited (中鋁國際工程股份有限公司). Dr. Zhang obtained his doctorate degree in nonferrous metals metallurgy from Northeastern University (東北大學) and is also a professor-grade senior engineer. Having been engaged in the management of corporation and strategic development at large state-owned enterprises for a long time, Dr. Zhang has extensive experience in corporate management and strategic development. Dr. Zhang joined Chinalco in July 1982. He had served as the first vice plant director of the Alumina Branch of the Shanxi Aluminum Plant (山西鋁廠氧化鋁分廠), the institute director of the research institute, vice plant director of Shanxi Aluminum Plant (山西鋁廠), plant director of Shanxi Aluminum Plant and the vice president of Chalco. Since February 2011, he has been serving as a director and the president of China Copper Co., Ltd. (中國銅業有限公司), the chairman of the board of Chinalco Shanghai Copper Co., Ltd. (中鋁上海銅業有限公司), the chairman of the board of Yunnan Copper (Group) Co., Ltd. (雲南銅業(集團)有限公司) and the chairman of the board of Chinalco Luoyang Copper Co., Ltd. (中鋁洛陽銅業有限公司).

EXECUTIVE DIRECTORS

Peng Huaisheng (彭懷生)

Dr. Peng Huaisheng, aged 48, was appointed as a Director of the Company on 1 April 2011 and has been redesignated as the Chief Executive Officer and an Executive Director of the Company since 28 February 2012. Since January 2008, Dr. Peng has served as the chairman of Minera Chinalco Perú S.A. (“Chinalco Peru”), where he has been responsible for daily management and strategy development. During such period, Dr. Peng has also been the vice chairman and a director of COH. Dr. Peng also held the position of vice president of China Copper Corporation Limited* (中國銅業有限公司) previously. From December 2005 to January 2008, Dr. Peng was the standing vice general manager of China Enfi Engineering Corporation (中國恩菲工程技術有限公司) (“Enfi”).

During his time at Enfi, Dr. Peng was responsible for mining related engineering design, research and development, engineering procurement construction and management, as well as project and company management. Dr. Peng participated in the design and construction of over 30 mines of various metals located both in China and overseas, including the Chambishi copper mine in Zambia, the Ramu laterite nickel mine in Papua New Guinea, the Oyu Tolgoi copper mine in Mongolia, where he was involved in compiling the China version of the feasibility study report, and a copper refinery project in Zambia. Dr. Peng also provided consultancy services to various investment companies on technical aspects on acquisitions of a number of mines outside China.

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Dr. Peng is a senior engineer with professor qualification. He obtained a bachelor's degree in mining engineering from Northeast Institute of Technology in July 1984 and a Ph.D. degree in mining engineering from Central South University in December 2000. He also obtained a MBA from Tsinghua University in January 2003. In 1988, he attended the advanced mining extraction technique programme organized by Lulea University of Technology in Sweden. Dr. Peng is currently a Ph.D. tutor for the mining economics major at Central South University, and a member of the overseas organization committee of International Mining Congress & Expo. Dr. Peng has over 25 years of experience in design, research and management in non-ferrous engineering and the mining industry.

Huang Shanfu (黃善富)

Mr. Huang Shanfu, aged 46, has been appointed as an Executive Director and the Vice President of the Company since 28 February 2012. He has been a director and the president and the chief executive officer of Chinalco Peru since December 2010, and has been in charge of the construction of the Toromocho Project.

From February 2010 to November 2010, Mr. Huang was the general manager of the Enterprise Management Department of China Copper Corporation Limited* (中國銅業有限公司), overseeing the daily operation of the enterprise management department. Mr. Huang was the vice general manager of Yunnan Copper Group* (雲南銅業(集團)有限公司) from December 2004 to November 2010, and was responsible for technology development and further processing of products. From November 2003 to December 2004, he was the assistant to the general manager of Yunnan Copper Group*, and was responsible for technology development. From May 1998 to November 2003, Mr. Huang served as a director and vice general manager of Yunnan Copper Co., Ltd. (雲南銅業股份有限公司), where he was in charge of production and operation of the company. From October 2006 to January 2010, Mr. Huang was a director, president and the chief executive officer of Chambishi Copper Smelter Limited* (謙比希銅冶煉有限公司) in Zambia, where he was responsible for the construction and operation of the company. From January 2005 to September 2006, he was a director of P.T. Hanjaya Smelting Indonesia* (印尼漢榮冶煉有限公司) in Indonesia, where he was in charge of the company's establishment preparation. He participated in the exchange program to Norddeutsche Affinerie AG (德國北德冶煉公司) from December 2003 to June 2004.

Mr. Huang is a professoriate senior engineer. He graduated from Kunming Institute of Technology majoring in non-ferrous metallurgy and obtained a master's degree in metallurgical management from Kunming University of Science and Technology in July 2002. Mr. Huang has over 22 years of mining experience, particularly in the copper industry.

Liang Yunxing (梁運星)

Ms. Liang Yunxing, aged 39, has been an Executive Director and the Chief Financial Officer of the Company since 22 November 2012.

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Before joining the Company, Ms. Liang had worked for over 14 years with China National Travel Service (HK) Group Corporation (中國港中旅集團公司) (“HKCTSG”), which is one of China’s major multinational state-owned enterprises headquartered in Hong Kong. During various positions in HKCTSG, Ms. Liang had worked in Hong Kong and United States of America for nine years.

From May 2009 to October 2012, Ms. Liang was a director and the chief financial officer of HKCTS (China) Investment Limited* (港中旅(中國)投資有限公司), one of the largest property developers in mainland China focusing on developing large-scaled scenic spots, hotels, resorts, commercial properties and residential units. During this period, Ms. Liang was responsible not only for financial management and risk controls but also for project and company operation management, including cost controls, quality controls, schedule controls and performance measurement.

From October 2006 to April 2009, Ms. Liang was the general manager of the finance department of China Travel International Investment Hong Kong Limited (香港中旅國際投資有限公司) (“CTII”). CTII is a red chip stock company listed on the Stock Exchange (Stock code: HK00308) and the flagship company of HKCTSG in travel industry.

Ms. Liang obtained a bachelor’s degree in international accounting in July 1995 and obtained a Master’s degree in accounting in July 1998 from Renmin University of China. She is a member of the Chinese Institute of Certified Public Accountants.

As at the Latest Practicable Date, Ms. Liang was interested in 100,000 Ordinary Shares of the Company and 10,000 shares of Chalco.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Scott McKee Hand

Mr. Scott M. Hand, aged 70, has been an Independent Non-executive Director of the Company since 10 April 2012. Mr. Hand has been the executive chairman of Royal Nickel Corporation (“Royal Nickel”), a company listed on the Toronto Stock Exchange (Stock code: RNX) since November 2009. Royal Nickel is currently pursuing the development of a large nickel mining and processing project in the Province of Quebec in Canada.

Mr. Hand was the chairman and chief executive officer of Inco Limited (“Inco”) from April 2002 until he retired from Inco in January 2007. Inco was acquired by Companhia Vale do Rio Doce (now called Vale S. A.) in late 2006. Mr. Hand joined Inco in 1973 and held various positions in law, strategic planning and business development and was the president of Inco from 1992 until 2002. Inco is a major global resources enterprise and a leading producer and marketer of nickel and other metals based in Canada.

Mr. Hand is currently involved in a number of public and private companies, primarily in the mineral resource industry. In addition to Royal Nickel, he was a member of the boards of directors of Legend Gold Inc., a company listed on the TSX Venture Exchange (Stock code: LGN). He was also a director of Fronteer Gold Inc., a company listed on the

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Toronto Stock Exchange and the New York Stock Exchange (Stock code: FRG) from 2007 to 2011 when Fronteer was sold to Newmont Mining Corporation and Royal Coal Corp., a company formerly listed on the TSX Venture Exchange (Stock code: RDA).

Mr. Hand has over 37 years experience in all aspects of the mining industry based on his participation in Inco's mining and processing operations and projects in Canada, Indonesia, New Caledonia and Guatemala and Inco's processing and refining operations in the United Kingdom, Japan, China, South Korea and Taiwan. In addition to nickel, Inco was an important producer and refiner of copper, cobalt and the precious and platinum-group metals. Mr. Hand was also a member of the boards of directors of the Nickel Institute and P.T International Nickel Indonesia tbk. Mr. Hand is currently engaged in a number of private ventures in copper, gold, oil, gas and industrial minerals.

Mr. Hand is also a member of the board of directors of Manulife Financial Corporation, a major worldwide insurance and financial services company based in Canada listed on the Toronto Stock Exchange (Stock code: MFC), Boyd Technologies LLC (non-woven materials) in the United States and World Wildlife Fund Canada.

Mr. Hand received a bachelor's degree in arts from Hamilton College in the United States in June 1964 and after spending two years in Ethiopia with the U.S. Peace Corps, he entered Cornell Law School in the United States and graduated with a Doctor of Jurisprudence degree in June 1969. Mr. Hand then joined a law firm based in New York City and worked there until he joined Inco in 1973.

Ronald Ashley Hall

Mr. Ronald Ashley Hall, aged 59, has been appointed as an Independent Non-executive Director of the Company since 10 April 2012. He is an independent consultant advising on technical and strategic issues. He has over 30 years of professional experience in the copper mining industry. He has been involved in business and mining opportunities in China, India, Russia, North America and South America.

From 2004 to 2011, Mr. Hall was a vice president of Wardrop Engineering, a privately Canadian engineering company engaged in providing engineering design and consulting services to the mining, energy and infrastructure sectors in Canada.

From 2001 to 2004, Mr. Hall served as president and consultant of Minmet Consulting Limited. From 1998 to 2001, Mr. Hall was a project manager of Hatch Associates Ltd. in Vancouver. He was involved in many mining projects around the globe from scoping and feasibility studies, due diligence investigations and technical support to detailed engineering design and project management.

Mr. Hall also previously served as director and vice president of China Clipper Gold Mines based in Vancouver, Canada, as an operations superintendent of BCL Ltd. at Botswana, RTZ Palabora Mining Co. Phalaborwa South Africa and De Beers Botswana.

Mr. Hall graduated with a bachelor of science in metallurgy with honors from University of Wales (Cardiff) in November 1976.

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Lai Yat Kwong Fred (黎日光)

Mr. Lai Yat Kwong Fred, aged 64, has been an Independent Non-executive Director since 10 April 2012. Mr. Lai has over 39 years of experience in accounting, auditing and company secretarial matters. He has been an executive director and the chief financial officer of Champion Technology Holdings Limited, a company listed on the Stock Exchange (Stock code: 92) since April 1996 with responsibility for its financial and accounting policy and control after initial service in March 1994 as company secretary. He has been the chief executive officer (acting), chief financial officer and an executive director of Kantone Holdings Limited, a company listed on the Stock Exchange (Stock code: 1059) since November 1996, where he was primarily responsible for overseeing the entire operation. He has served as a non-executive director of DigitalHongKong.com, a company listed on the Stock Exchange (Stock code: 8007) since January 2005 where he joined the board of directors to ensure the proper and profitable operation of the company. He was also served as an independent non-executive director of Trony Solar Holdings Company Limited, a company listed on the Stock Exchange (Stock code: 2468) from 1 October 2011 to 7 February 2013 and was the chairman of the audit committee of the company.

He obtained a bachelor's degree in business administration from the Chinese University of Hong Kong in July 1972. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants (Practising).

Francisco Augusto Baertl Montori

Mr. Francisco Augusto Baertl Montori, aged 69, has been as an Independent Non-executive Director of the Company since 10 April 2012.

Since December 2010, he has served as a director of Golden Alliance Resources, a company listed on the TSX Venture Stock Exchange (TSX.V: GLL). Golden Alliance Resources is active in gold, copper and silver exploration. Since September 2007, he has been a director of Norsemont Mining Inc., which was listed on the Toronto Stock Exchange and the Lima Stock Exchange (TSX, BVL: NOM), but was delisted after being bought by Hudbay Resources in February 2011. Norsemont Mining Inc. is active in exploration of copper, molybdenum and silver. Since July 2004, he has been a director of Alturas Minerals Corp., which is listed on the TSX Venture Stock Exchange (TSX-V: ALT). From July 2007 to March 2009, he was the chairman of Alturas Minerals Corp., a company which is active in mineral exploration.

Since March 2002, he has been a director of Interbank Peru, the second Peruvian commercial bank with offices in Shanghai, China and São Paulo, Brazil. From March 2005 to March 2011, he was a director of Graña & Montero, a real estate and construction company listed on the Lima Stock Exchange (BVL: GRAMONC1). Since April 2001, he has been a director of FIMA, listed on the Lima Stock Exchange (BVL: FIMA I1) and active in manufacturing of equipment for mining and other activities. From June 2009 to November 2010, he was a director of Dorato Resources Inc., a company listed on the TSX Venture Stock Exchange (TSX-V: DRI) and active in gold and copper exploration.

APPENDIX I DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

From May 1967 to December 1996, he served various positions (including the president and chief executive officer from April 1994 to December 1996 and operations manager from May 1982 to March 1994) at Compania Minera Milpo (“Milpo”), a company listed on the Lima Stock Exchange (BVL: MILPOC1) and one of the leading mining companies in Peru, active in the exploration and production of copper, zinc and lead concentrates.

From September 1997 until January 2003, he served Compania Minera Antamina (“Antamina”) as its president and chief executive officer. Antamina is active in the production of copper, zinc, lead and molybdenum concentrates. Antamina is considered as one of the biggest and most important copper and zinc skarn type deposits.

Since January 2003, he has been the chief executive officer of Gestora de Negocios e Inversiones, which is engaged in promoting investments in mining and agricultural activities and offering consulting services to various mining ventures.

He has been an active member in the Mining, Petroleum and Energy Chamber of Commerce since March 1970, having served as the chairman of its board for two terms, from April 1991 to April 1993 and from April 1999 to April 2001. He has been an active member of the Peruvian Institute of Mining Engineers. He was Chairman of the board of the institute since April 1986 to April 1988.

** The names of entities marked with asterisk are for identification purpose only.*

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 11,817,782,428.58 Ordinary Shares of nominal value US\$0.04 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 1,181,778,242 Shares which represent 10% of the issued share capital of the Company during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the date on which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules, the Companies Law and any other applicable laws. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company, the share premium account of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either or both the profits of the Company or the share premium account of the Company before or at the time the Company's Shares are repurchased, or in the manner provided for in the Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders. The Directors consider that if the Repurchase Mandate was to be exercised in full, there may be an adverse impact on the working capital or the gearing position of the Company, as compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2012, being the date on which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the

Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum and Articles of Association of the Company and applicable laws of the Cayman Islands.

No connected person, as defined in the Listing Rules, has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the proposed Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Chinalco was deemed under the SFO to be interested in 10,001,171,428.58 Ordinary Shares held by COH. COH is directly wholly-owned by Chinalco. The interests attributable to Chinalco and COH therefore, representing approximately 84.6% of the issued share capital of the Company. The Company has been granted by the Stock Exchange a waiver from strict compliance with Listing Rules 8.08(1) so as to allow a lower public float percentage of 15% (or such higher percentage as may be held by the public upon the exercise of the over-allotment option of the initial public offering) (the "Approved Public Float"). Immediately upon the allotment and issue of Shares pursuant to the exercise of the over-allotment option in the initial public offering of the Company on 27 February 2013, the public float percentage was approximately 15.4%. As the exercise of the Repurchase Mandate may result in the Company's public float falling below the Approved Public Float, the Directors have no present intention to exercise the power to repurchase Shares in full pursuant to the Repurchase Mandate.

In the event that the Directors should exercise in full the Repurchase Mandate, the interests of each of Chinalco and COH will be increased to approximately 94.03% of the issued share capital of the Company. In the opinion of the Directors, such increase would

not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Accordingly, the Directors are currently not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) had been made by the Company from the Listing Date to the Latest Practicable Date.

SHARE PRICES

The Shares were listed on the Stock Exchange on 31 January 2013. The highest and lowest prices at which the Shares were traded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2013		
31 January	1.67	1.55
February	1.74	1.25
March	1.55	1.21
April	1.37	1.16
May (up to and including the Latest Practicable Date)	1.38	1.34

NOTICE OF ANNUAL GENERAL MEETING



CHINALCO-CMC

Chinalco Mining Corporation International

中 鋁 礦 業 國 際

(incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 3668)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Chinalco Mining Corporation International (the “**Company**”) will be held at Room 3003, Chinalco Mansion, No. 62 North Xizhimen Street, Beijing (100082) on Wednesday, 26 June 2013 at 9:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2012.
2. (a) To re-elect the following retiring directors of the Company who are standing for re-election at the Annual General Meeting (the “**Directors**”):
 - (i) Dr. Xiong Weiping as non-executive director;
 - (ii) Dr. Liu Caiming as non-executive director;
 - (iii) Dr. Zhang Chengzhong as non-executive director;
 - (iv) Dr. Peng Huaisheng as executive director;
 - (v) Mr. Huang Shanfu as executive director;
 - (vi) Ms. Liang Yunxing as executive director;
 - (vii) Mr. Scott McKee Hand as independent non-executive director;
 - (viii) Mr. Ronald Ashley Hall as independent non-executive director;
 - (ix) Mr. Lai Yat Kwong Fred as independent non-executive director; and
 - (x) Mr. Francisco Augusto Baertl Montori as independent non-executive director.
- (b) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

3. To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2013.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) **“That:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional ordinary shares and other shares in the share capital of the Company (the **“Shares”**), or options, warrants or similar rights to subscribe for Shares or other securities convertible into Shares and to make or grant offers, agreements and/or options (including bonds, warrants and debentures exchangeable for or convertible into Shares) and rights of exchange or conversion which may require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options (including bonds, warrants and debentures exchangeable or convertible into Shares) and rights of exchange or conversion which may require the exercise of such power after the end of the Relevant Period;
 - (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) or (ii) of this resolution 4(A) above, otherwise than pursuant to
 - (1) a Rights Issue (as hereinafter defined);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors of the Company, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;

NOTICE OF ANNUAL GENERAL MEETING

- (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or
 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of
 - (a) 20% of the issued share capital of the Company as at the date of passing this resolution 4; and
 - (b) (if the Board is so authorised by resolution 4(C)) the aggregate nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of resolution 4(B) (up to a maximum equivalent to 10% of the issued share capital of the Company as at the date of passing resolution 4(B)),and the approval shall be limited accordingly; and
- (iv) for the purpose of this resolution 4(A):
- (a) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (b) **“Rights Issue”** means an offer of Shares, or an offer or issue of warrants, options or other securities which carry a right to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares whose names appear on the register of members on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or,

NOTICE OF ANNUAL GENERAL MEETING

having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all applicable laws including the Hong Kong Code on Share Repurchases and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the Shares which may be repurchased pursuant to the approval in paragraph (i) above of this resolution 4(B) shall not exceed 10% of the issued share capital of the Company as at the date of passing of this resolution 4(B), and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution 4(B), any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution 4(B) which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**That** conditional upon resolutions 4(A) and 4(B) set out in this notice being passed, the aggregate nominal amount of Shares which are repurchased by the Company after the date of passing of resolution 4(B) (up to a maximum of 10% of the issued share capital of the Company as at the date of passing of resolution 4(B) shall be added to the aggregate nominal amount of share capital that may be (or agreed conditionally or unconditionally to be) allotted, issued, granted, distributed and otherwise dealt with by the directors of the Company pursuant to resolution 4(A).”

By order of the Board
Chinalco Mining Corporation International
Xiong Weiping
Chairman

Beijing, the PRC, 24 May 2013

<i>Registered office:</i>	<i>Corporate Headquarters:</i>	<i>Principal place of business in Hong Kong:</i>
PO Box 309 Ugland House Grand Cayman KY1-1104 Cayman Islands	No. 62, Xi Zhi Men Bei Da Jie Haidian District Beijing, PRC	8th Floor, Gloucester Tower The Landmark 15 Queen’s Road Central Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the above Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a shareholder.
- (ii) In the case of joint holders of any Share, any one of such persons may vote at the above Annual General Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be completed, signed and deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. The completion and deposit of the form of proxy shall not preclude shareholders from attending and voting in person at the Annual General Meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The transfer books and register of members of the Company will be closed from 20 June 2013 (Thursday) to 26 June 2013 (Wednesday), both days inclusive, to determine the entitlement of shareholders to attend and vote at the Annual General Meeting, during which period no transfers of shares will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, 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 19 June 2013 (Wednesday).

NOTICE OF ANNUAL GENERAL MEETING

- (v) In respect of ordinary resolutions numbered 2 above, Dr. Xiong Weiping, Dr. Liu Caiming, Dr. Zhang Chengzhong, Dr. Peng Huaisheng, Mr. Huang Shanfu, Ms. Liang Yunxing, Mr. Scott McKee Hand, Mr. Ronald Ashley Hall, Mr. Lai Yat Kwong Fred and Mr. Francisco Augusto Baertl Montori will retire and be eligible to stand for re-election at the Annual General Meeting. Details of the above retiring Directors standing for re-election are set out in Appendix I to the circular containing this notice.
- (vi) In respect of ordinary resolution 4(A) above, approval is being sought from the shareholders as a general mandate for the purposes of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (“Listing Rules”).
- (vii) In respect of ordinary resolution 4(B) above, an explanatory statement as required by the Listing Rules is set out in Appendix II to the circular containing this notice.