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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 2901, Chinalco Mansion, No. 62 North Xizhimen Street, Beijing (Postcode: 100082), PRC on Thursday, 18 June 2015 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

- (1) To receive and adopt the audited consolidated financial statements of the Company and the report of the directors and the report of the auditor of the Company for the year ended 31 December 2014.
- (2) (A) To re-elect the following retiring directors of the Company who are standing for re-election at the Annual General Meeting:
 - (i) Dr. Zhang Chengzhong
 - (ii) Dr. Li Bohan
 - (iii) Dr. Liu Hongjun
 - (iv) Dr. Wang Dongbo
 - (v) Mr. Jin Yanbing
 - (vi) Mr. Ronald Ashley Hall
 - (vii) Mr. Lai Yat Kwong Fred

(viii) Mr. Francisco Augusto Baertl Montori

- (B) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company.
- (3) To re-appoint Ernst & Young 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 its remuneration for the year ending 31 December 2015.
- (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 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 number of shares 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) any 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;

- (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 number of issued shares 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 number of shares of the Company repurchased by the Company subsequent to the passing of resolution 4(B) (up to a maximum equivalent to 10% of the number of issued shares 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, 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 Buy-backs and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of issued Shares which may be repurchased pursuant to the approval in paragraph (i) above of this resolution 4(B) shall not exceed 10% of the number of issued shares 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.”

- (C) **“THAT** conditional upon resolutions 4(A) and 4(B) set out in this notice being passed, the aggregate number of issued Shares which are repurchased by the Company after the date of passing of resolution 4(B) (up to a maximum of 10% of the number of issued shares of the Company as at the date of passing of resolution 4(B)) shall be added to the aggregate

number of shares 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).”

- (5) To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
- (A) “**THAT** the Copper Concentrates Sales Agreement and the transactions contemplated thereunder (together with the Annual Caps) be and are hereby approved, confirmed and ratified; and
- (B) **THAT** any one of the Director of the Company be and is hereby authorised to do all further acts, matters and things for and on behalf of the Company as he may consider necessary, appropriate or desirable in connection with implementation of the Copper Concentrates Sales Agreement (and the related ancillary documents) by the Company and the transactions contemplated thereunder.”

SPECIAL RESOLUTION

- (6) To consider and, if thought fit, pass the following resolution as a special resolution, to replace the existing Article 20.13 of the Articles of Association of the Company with the following:

“Unless required otherwise by the Listing Rules, a resolution in writing signed by a majority of the Directors or members of a committee of the Board (as the case may be) (or their respective alternates pursuant to Article 16.9) for the time being entitled to receive notice of a meeting of the Board or committee of the Board (as the case may be) and who are entitled to vote on the resolution at the meeting of the Board or committee of the Board (as the case may be) shall be as valid and effectual as if it had been passed at a meeting of the Board or committee of the Board (as the case may be) duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.”

By order of the Board
Chinalco Mining Corporation International
Zhang Chengzhong
Chairman

Beijing, the PRC, 27 May 2015

<i>Registered Office:</i>	<i>Corporate Headquarters:</i>	<i>Principal place of business in Hong Kong:</i>
PO Box 309	No. 62, Xi Zhi Men Bei	36/F, Tower Two
Ugland House	Da Jie	Times Square
Grand Cayman	Haidian District	1 Matheson Street
KY1-1104	Beijing, PRC	Causeway Bay
Cayman Islands		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 Friday, 12 June 2015 to Thursday, 18 June 2015, 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 Thursday, 11 June 2015.
- (v) In respect of ordinary resolutions numbered 2 above, Dr. Zhang Chengzhong, Dr. Li Bohan, Dr. Liu Hongjun, Dr. Wang Dongbo, Mr. Jin Yanbing, 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 on 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.

As at the date of this announcement, the Company's non-executive directors are Dr. Li Bohan, Dr. Liu Hongjun and Dr. Wang Dongbo, the Company's executive directors are Dr. Zhang Chengzhong, Mr. Huang Shanfu and Mr. Jin Yanbing, and the Company's independent non-executive directors are Mr. Scott McKee Hand, Mr. Ronald Ashley Hall, Mr. Lai Yat Kwong Fred and Mr. Francisco Augusto Baertl Montori.