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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Chinalco Mining Corporation International (中鋁礦業國際) (the “**Company**”) will be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 3 March 2017 at 10:30 a.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the meeting of holders of ordinary shares of US\$0.04 each in the capital of the Company other than Aluminum Corporation of China Overseas Holdings Limited (中鋁海外控股有限公司) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purpose of considering and, if thought fit, passing (with or without modifications) the following as a special resolution and ordinary resolutions, respectively:

SPECIAL RESOLUTION

“THAT AS A SPECIAL RESOLUTION:

- (A) the scheme of arrangement dated 3 February 2017 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme) in the form of the print thereof which has been produced to this meeting and, for the purpose of identification, signed by the chairman of this meeting, subject to any modifications, additions or conditions as may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved; and
- (B) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme), the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares.”

ORDINARY RESOLUTION 1

“THAT AS AN ORDINARY RESOLUTION:

- (C) subject to and forthwith upon such reduction of capital taking effect, the issued share capital of the Company will be increased to its former amount by issuing to Aluminum Corporation of China Overseas Holdings Limited the same number of shares as the number of Scheme Shares cancelled and extinguished;
- (D) the Company shall apply the credit arising in its books of account as a result of the capital reduction referred to in paragraph (B) above in paying up in full at par the new shares issued, credited as fully paid, to Aluminum Corporation of China Overseas Holdings Limited and the directors of the Company be and are hereby authorised to allot and issue the same accordingly;
- (E) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of, or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose; and
- (F) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company.”

ORDINARY RESOLUTION 2

“THAT AS AN ORDINARY RESOLUTION:

- (G) the Spot Sales Mechanism (as defined in the composite scheme document of the Company dated 3 February 2017 (the “**Scheme Document**”) in the form of the print thereof which has been produced to this meeting and, for the purpose of identification, signed by the chairman of this meeting) in the manner set out under the sub-section headed “Spot Sales Mechanism” under the section headed “14. Spot Sales Arrangements” in Part VII “Explanatory Memorandum” in the Scheme Document and any spot sales contract containing terms within the Spot Sales Mechanism to be entered into between the Company and the Offtake Shareholders (as defined in the Scheme Document) and/or their respective affiliates from 23 September 2016 until six months after the Effective Date (as defined in the Scheme Document) be and are hereby approved.”

ORDINARY RESOLUTION 3

“THAT AS AN ORDINARY RESOLUTION:

(H) the proposed Equity Transfer (as defined in the Scheme Document) contemplated under the non-binding heads of agreement dated 28 October 2016 which was entered into between Rio Tinto Simfer UK Limited and Chalco Iron Ore Holdings Limited in relation to the Simandou Project be and is hereby approved.”

By Order of the Court
Chinalco Mining Corporation International
(中鋁礦業國際)

Dated 3 February 2017

Registered Office
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong
36/F
Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

- (a) The above mentioned ordinary resolution 2(G) shall be approved by the shareholders of the Company who are not involved in or interested in the Future Spot Sales Contracts (as defined in the Scheme Document) as required by the Code on Takeovers and Mergers in Hong Kong. Aluminum Corporation of China Overseas Holdings Limited and all of the Offtake Shareholders (as defined in the Scheme Document) will abstain from voting in relation to such ordinary resolution at the Extraordinary General Meeting.
- (b) Any member entitled to attend and vote at the Extraordinary General Meeting (or any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.

- (c) In the case of joint registered holders of any share of the Company, any one of such joint holders may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto. But if more than one of such joint holders are present at the Extraordinary General Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
- (d) In order to be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be completed and deposited with the Hong Kong share registrar of the Company at Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the Extraordinary General Meeting. In the event that a member of the Company attends the meeting after having lodged his form of proxy, the form of proxy will be deemed to have been revoked
- (e) A form of proxy for use at the meeting is enclosed.
- (f) The special resolution and ordinary resolutions as set out above will be determined by way of a poll.
- (g) The transfer books and register of members of the Company will be closed from Tuesday, 28 February 2017 to Friday, 3 March 2017, both days inclusive, to determine the entitlement of shareholders to attend and vote at the Extraordinary 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 Monday, 27 February 2017.
- (h) At the date of this notice, the executive directors of the Company are Mr. Liu Yuewei and Mr. Gao Lidong, the non-executive directors of the Company are Mr. Liu Jianping (Chairman), Mr. Luan Shuwei, Dr. Liu Hongjun and Dr. Wang Dongbo, and the independent non-executive directors of the Company are Mr. Scott McKee Hand, Mr. Ronald Ashley Hall, Mr. Lai Yat Kwong Fred and Mr. Francisco Augusto Baertl Montori.