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中鋁國際工程股份有限公司

**China Aluminum International Engineering Corporation Limited**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2068)**

**ANNOUNCEMENT  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is made by China Aluminum International Engineering Corporation Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited.

In order to further improve and standardize the corporate governance system, the Company proposes to make corresponding amendments to the relevant articles of the Articles of Association of China Aluminum International Engineering Corporation Limited (the “**Articles of Association**”). On 25 November 2022, the resolution in relation to, among others, the proposed amendments to the Articles of Association was considered and approved at the seventh meeting of the fourth session of the board of directors of the Company. Details of the relevant amendments are set out in Appendix I of this announcement.

The resolution in relation to the amendments to the Articles of Association is subject to the consideration and approval at the general meeting of the Company.

A circular containing the amendments to the Articles of Association will be despatched to the shareholders of the Company as soon as practicable.

By Order of the Board  
**China Aluminum International Engineering Corporation Limited**  
**ZHANG Jian**  
*Company Secretary*

Beijing, the PRC, 27 November 2022

*As at the date of this announcement, the non-executive directors are Mr. HU Zhenjie, Mr. ZHOU Xinzhe and Mr. ZHANG Wenjun; the executive directors are Mr. LI Yihua, Mr. LIU Jing and Mr. LIU Ruiping; and the independent non-executive directors are Mr. GUI Weihua, Mr. SIU Chi Hung and Mr. TONG Pengfang.*

## Appendix I: Details of Proposed Amendments to the Articles of Association

No.	Before amendments	After amendments
1	<p><b>Article 59</b> The shareholders of the Company are entitled to the following rights:</p> <p>.....</p> <p>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend and vote on their behalf at general meetings in proportion to the number of shares held according to law;</p> <p>.....</p>	<p><b>Article 59</b> The shareholders of the Company are entitled to the following rights:</p> <p>.....</p> <p>(2) the right to request, convene, chair, attend and vote in person or appoint a proxy to attend, <b>speak at general meetings</b> and vote on their behalf at general meetings in proportion to the number of shares held according to law;</p> <p>.....</p>
2	<p><b>Article 68</b> The shareholders' general meeting exercises the following functions and powers:</p> <p>.....</p> <p>(11) to resolve on the appointment and dismissal of the accounting firm by the Company;</p> <p>(12) to consider the guarantees specified in Article 66 in the Articles of Association;</p> <p>.....</p>	<p><b>Article 68</b> The shareholders' general meeting exercises the following functions and powers:</p> <p>.....</p> <p>(11) to resolve on the appointment and dismissal of the accounting firm by the Company <b>and determine its remuneration or the manner in which its remuneration is to be decided;</b></p> <p>(12) to consider the guarantees specified in Article <del>66</del><b>69</b> in the Articles of Association;</p> <p>.....</p>
3	<p><b>Article 114</b> The following matters shall be resolved by way of ordinary resolutions at a general meeting:</p> <p>.....</p> <p>(6) to pass resolutions on the engagement and dismissal of any accounting firm by the Company;</p> <p>.....</p>	<p><b>Article 114</b> The following matters shall be resolved by way of ordinary resolutions at a general meeting:</p> <p>.....</p> <p>(6) to pass resolutions on the engagement and dismissal of any accounting firm by the Company <b>and determination of its remuneration or the manner in which its remuneration is to be decided;</b></p> <p>.....</p>

No.	Before amendments	After amendments
4	<p><b>Article 144</b> The Party Committee shall play a leading role, set the right direction, keep in mind the big picture, promote the implementation of Party policies and principles, discuss and decide on major issues of the Company in accordance with the regulations. The main duties are:</p> <p>.....</p>	<p><b>Article 144</b> The Party Committee shall play a leading role, set the right direction, keep in mind the big picture, <del>promote</del><b>ensure</b> the implementation of Party policies and principles, discuss and decide on major issues of the Company in accordance with the regulations. The main duties are:</p> <p>.....</p>
5	<p><b>Article 146</b> The Party committee and the Board shall formulate the list of matters for the communist party committee to discuss major operation and management issues in advance and the management system of “Three Importance and One Large” decision-making matters. The matters for the communist party committee to discuss major operation and management issues in advance shall be subject to refinement and crystallization, quantify relevant limits and standards and define the rights and responsibilities of governance bodies between the Party Committee and the Board and senior management.</p>	<p><del><b>Article 146</b> The Party committee and the Board shall formulate the list of matters for the communist party committee to discuss major operation and management issues in advance and the management system of “Three Importance and One Large” decision-making matters. The matters for the communist party committee to discuss major operation and management issues in advance shall be subject to refinement and crystallization, quantify relevant limits and standards and define the rights and responsibilities of governance bodies between the Party Committee and the Board and senior management.</del></p>
6	<p>Article 147 Article 148 ..... Article 305</p>	<p>The numbers of articles of original Article 147 to Article 305 shall be decreased by one and change to:</p> <p><b>Article 146</b> <b>Article 147</b> ..... <b>Article 304</b></p>
7	<p>Adjustment to the index articles within the context of the Articles of Association</p>	<p>—</p>