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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)**

## **NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2023**

**NOTICE IS HEREBY GIVEN** that the second extraordinary general meeting in 2023 of China Aluminum International Engineering Corporation Limited (the “**Company**”) will be held at Conference Room 312 of China Aluminum International Engineering Corporation Limited, Building C, No. 99, Xingshikou Road, Haidian District, Beijing, the PRC, at 9:30 a.m. on Thursday, 28 December 2023 to consider and, if thought fit, pass the following resolutions.

### **SPECIAL RESOLUTION**

1. To consider and approve the resolution on the amendments to the Articles of Association of China Aluminum International Engineering Corporation Limited

### **ORDINARY RESOLUTIONS**

2. To consider and approve the resolution on the amendments to the Procedure Rules for the Board of Directors of China Aluminum International Engineering Corporation Limited
3. To consider and approve the resolution on the amendments to the Working System for Independent Directors of China Aluminum International Engineering Corporation Limited
4. To consider and approve the resolution on the adjustments to the annual capital expenditure plan of the Company for 2023

## **ORDINARY RESOLUTIONS (CUMULATIVE VOTING METHOD)**

5. To consider and approve the resolution on the election of the non-independent Directors of the fourth session of the Board of the Company
  - 5.1 To consider and approve the resolution on the election of Ms. Zhao Hongmei as an executive Director of the fourth session of the Board of the Company
  - 5.2 To consider and approve the resolution on the election of Mr. Zhang Decheng as a non-executive Director of the fourth session of the Board of the Company

Details of the above resolutions are set out in the circular of the second extraordinary general meeting in 2023 despatched by the Company as and when appropriate.

By order of the Board  
**China Aluminum International Engineering Corporation Limited**  
**LI Yihua**  
*Chairman*

Beijing, the PRC, 11 December 2023

*Notes:*

1. In order to determine the list of Shareholders who are entitled to attend the second extraordinary general meeting in 2023 to be convened on Thursday, 28 December 2023, the register of members will be closed from Friday, 22 December 2023 to Thursday, 28 December 2023, both days inclusive, during which time no transfer of the shares will be registered. In order to be qualified to attend and vote at the second extraordinary general meeting in 2023, the holders of H Shares of the Company shall lodge the relevant share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 21 December 2023.
2. A shareholder who is entitled to attend and vote at the second extraordinary general meeting in 2023 may appoint one or more proxies (regardless whether he/she is a shareholder) to attend and vote at the second extraordinary general meeting in 2023 on his or her behalf.
3. The instrument to appoint a proxy shall be signed by the appointer or his attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
4. To be valid, the form of proxy must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares of the Company) not less than 24 hours prior to the holding of the second extraordinary general meeting in 2023. If such instrument is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy.
5. If the appointer is a legal person, its legal representative or any person authorised by resolutions of the Board or other governing bodies may attend the second extraordinary general meeting in 2023 on behalf of the appointer.
6. The Company has the rights to request a proxy who attends the extraordinary general meeting on behalf of a shareholder to provide proof of identity.
7. The second extraordinary general meeting in 2023 is expected to take less than half a day. Shareholders who attend the second extraordinary general meeting in 2023 shall be responsible for their own travel and accommodation expenses.
8. All votings at the EGM will be conducted by poll. The cumulative voting method shall be adopted for the voting of Resolution No. 5. The cumulative voting method refers to the voting for the election of directors, independent directors or supervisors where each share is entitled to the same number of votes which equals to the total number of directors, independent directors or supervisors to be elected on a general meeting, and Shareholders may consolidate their voting rights when casting a vote. The cumulative voting method includes the regular voting method where Shareholders may cast their votes with partial or all voting rights.

*As at the date of this notice, the non-executive director is Mr. ZHOU Xinzhe; 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.*