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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

### **POLL RESULTS OF THE 2023 ANNUAL GENERAL MEETING, THE FIRST A SHARE CLASS MEETING OF 2024 AND THE FIRST H SHARE CLASS MEETING OF 2024**

The board of directors (the “**Board**”) of China Aluminum International Engineering Corporation Limited (the “**Company**”) is pleased to announce that the 2023 annual general meeting (the “**AGM**”), the first A Share class meeting of 2024 (the “**A Share Class Meeting**”) and the first H Share class meeting of 2024 (the “**H Share Class Meeting**”) of the Company was held at Conference Room 312 of China Aluminum International Engineering Corporation Limited, Building C, No. 99 Xingshikou Road, Haidian District, Beijing, the People’s Republic of China (the “**PRC**”) on Tuesday, 18 June 2024, to consider and, if thought fit, pass the following resolutions. Both on-site voting and network voting were adopted for the AGM, the A Share Class Meeting and the H Share Class Meeting.

Reference is made to the Company’s AGM and H Share Class Meeting circulars (the “**Circular**”) dated 17 May 2024. Unless otherwise specified, capitalized terms used herein shall have the same meanings as defined in the above Circular.

As at the date of the AGM, the total number of the issued Shares of the Company was 2,959,066,667, comprising 2,559,590,667 A Shares and 399,476,000 H Shares, being the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM, the A Share Class Meeting and the H Share Class Meeting.

For the purpose of the resolutions No. 1 to 4 of AGM and the special resolutions No. 1 to 4 of the Class Meetings, three Participants and/or their associates, who in aggregate hold 14,100 A Shares (representing approximately 0.00048% of the total share capital of the Company), have abstained from voting on the special resolutions in relation to the adoption of the 2023 Restricted Share Incentive Scheme and related matters at the AGM and the Class Meetings.

Under Rule 14A.36 of the Listing Rules, any connected person and any Shareholder and their associates who have material interests in the proposed transactions are required to abstain from voting on the relevant resolutions at the general meeting. For the purpose of the resolution No. 14 of the AGM, China Aluminum Group and its associates, in aggregate, hold 2,283,179,000 Shares (of which, China Aluminum Group directly hold 2,176,758,534 A Shares of the Company, Luoyang Engineering & Research Institute for Nonferrous Metals Processing (“Luoyang Institute”), a subsidiary of China Aluminum Group, hold 86,925,466 A Shares of the Company, and Yunnan Aluminum International Company Limited (雲鋁國際有限公司) (“Yunnan Aluminum International”), a subsidiary of China Aluminum Group, hold 19,495,000 H Shares of the Company, representing approximately 77.16% of the total issued share capital of the Company). China Aluminum Group and its associates (Luoyang Institute and Yunnan Aluminum International) have abstained from voting on the resolution in relation to the approval of the renewed financial services agreement at the AGM.

Save as aforesaid, there were no Shares of the Company entitling the holders thereof to attend and abstain from voting in favor of the resolutions proposed at the AGM, the A Share Class Meeting and the H Share Class Meeting in accordance with Rule 13.40 of the Listing Rules, and no Shareholders were required to abstain from voting under the Listing Rules. In addition, no person has stated in the AGM Circular his or her intention to vote against or to abstain from voting on the resolutions proposed at the AGM, the A Share Class Meeting and the H Share Class Meeting. All of the resolutions proposed at the AGM, the A Share Class Meeting and the H Share Class Meeting set out below were duly passed by way of poll.

The Shareholders and proxies for Shareholders attending the AGM represented, in aggregate, 2,404,849,000 Shares carrying voting rights, accounting for approximately 81.2705% of the entire issued share capital of the Company as at the date of the AGM. The Shareholders and proxies for Shareholders attending the A Share Class Meeting represented, in aggregate, 2,276,075,000 A Shares carrying voting rights, accounting for approximately 88.9234% of the entire issued A share capital of the Company as at the date of the A Share Class Meeting. The Shareholders and proxies for Shareholders attending the H Share Class Meeting represented, in aggregate, 128,774,000 H Shares carrying voting rights, accounting for approximately 32.2357% of the entire issued H share capital of the Company as at the date of the H Share Class Meeting.

The AGM, the A Share Class Meeting and the H Share Class Meeting were legally and validly convened in compliance with the requirements of the Company Law of the PRC, the Articles of Association of the Company and the Listing Rules. The AGM, the A Share Class Meeting and the H Share Class Meeting were chaired by LI Yihua, the chairman of the Company, and eight out of the nine Directors of the Company in office attended the meetings. Director ZHANG Decheng did not attend the AGM, A Share Class Meeting and H Share Class Meeting due to other work matters. To comply with the requirements under the Listing Rules, representatives of Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, and representatives of Jia Yuan Law Offices acted as the scrutineers in respect of the voting at the AGM, the A Share Class Meeting and the H Share Class Meeting.

## POLL RESULTS OF THE AGM

At the AGM, the following resolutions were considered and passed by way of poll and the poll results are set out as below:

<b>Non-cumulative voting resolutions</b>				
<b>Special Resolutions</b>		<b>Number of votes cast and the percentage of total number of votes cast</b>		
		<b>For</b>	<b>Against</b>	<b>Abstain<sup>(Note)</sup></b>
1.	To consider and approve the resolution on the 2023 Restricted Share Incentive Scheme (Revised Draft) of China Aluminum International Engineering Corporation Limited and the summary thereof;	2,404,822,300 (99.9989%)	26,700 (0.0011%)	0
2.	To consider and approve the resolution on the Management Measures for the 2023 Restricted Share Incentive Scheme of China Aluminum International Engineering Corporation Limited;	2,404,822,300 (99.9989%)	26,700 (0.0011%)	0
3.	To consider and approve the resolution on the Appraisal Management Measures for the Implementation of the 2023 Restricted Share Incentive Scheme of China Aluminum International Engineering Corporation Limited;	2,404,822,300 (99.9989%)	26,700 (0.0011%)	0
4.	To consider and approve the resolution on the proposal for the AGM and the Class Meetings to authorise the Board to handle the matters relating to the 2023 Restricted Share Incentive Scheme; and	2,404,822,300 (99.9989%)	26,700 (0.0011%)	0
5.	To consider and approve the Resolution of the Company on the issuance of the Onshore and Offshore Debt Financing Instruments.	2,404,755,900 (99.9961%)	93,100 (0.0039%)	0

Ordinary Resolutions		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain <sup>(Note)</sup>
6.	To consider and approve the Resolution of the Company on the Board of Directors' work report for 2023	2,404,822,300 (99.9989%)	26,700 (0.0011%)	0
7.	To consider and approve the Resolution of the Company on the Board of Supervisors' work report for 2023	2,404,822,300 (99.9989%)	26,700 (0.0011%)	0
8.	To consider and approve the Resolution of the Company on the financial report for 2023	2,345,597,300 (99.9989%)	26,700 (0.0011%)	59,225,000
9.	To consider and approve the Resolution of the Company on the profits distribution plan for 2023	2,404,822,300 (99.9989%)	26,700 (0.0011%)	0
10.	To consider and approve the Resolution of the Company on the capital expenditure plan for 2024	2,404,822,300 (99.9989%)	26,700 (0.0011%)	0
11.	To consider and approve the Resolution of the Company on the purchase of liability insurance for Directors, Supervisors and senior management	2,404,822,300 (99.9989%)	26,700 (0.0011%)	0
12.	To consider and approve the Resolution of the Company on the remuneration standards of Directors and Supervisors for 2024	2,404,822,300 (99.9989%)	26,700 (0.0011%)	0
13.	To consider and approve the Resolution of the Company on the renewal of appointment of the accounting firm	2,404,822,300 (99.9989%)	26,700 (0.0011%)	0
14.	To consider and approve the Resolution of the Company on the renewal of financial services agreement	141,051,900 (99.9199%)	113,100 (0.0801%)	0

*Note:* In accordance with the relevant requirements of the Articles of Association of China Aluminum International Engineering Corporation Limited, no blank votes and abstention votes will be counted as valid votes for the purpose of votes counting.

<b>Cumulative voting resolutions</b>		
<b>Ordinary Resolutions</b>	<b>Number of votes cast and the percentage of votes cast to the valid voting rights attending the meeting</b>	<b>Elected or not</b>
15.0	To consider and approve the Resolution on the election of the fourth session of non-independent Directors of the Company	/
15.1	To consider and approve the election of Mr. LIU Dongjun as an executive Director of the fourth session of the Board of the Company	2,401,916,210 (99.8780%)
15.2	To consider and approve the election of Mr. YANG Xu as a non-executive Director of the fourth session of the Board of the Company	2,401,916,200 (99.8780%)
16.0	To consider and approve the Resolution on the election of the fourth session of independent Director of the Company	/
16.1	To consider and approve the election of Mr. ZHANG Tingan as an independent non-executive Director of the fourth session of the Board of the Company	2,404,716,210 (99.9945%)

As a majority of more than half of the votes were cast in favor of the resolutions No. 6 to 16 above, such resolutions were duly passed as ordinary resolutions. As a majority of more than two-thirds of the votes were cast in favor of the resolutions No. 1 to 5 above, such resolutions were duly passed as special resolutions.

At the AGM, Mr. LIU Dongjun was elected as an executive Director, Mr. YANG Xu was elected as a non-executive Director and Mr. ZHANG Tingan was elected as an independent non-executive Director of the fourth session of the Board of the Company, for a term commencing from the date of consideration and approval at the AGM to the date of expiry of the term of the fourth session of the Board. They will enter into service contracts with the Company as soon as possible. Mr. LIU Dongjun's remuneration during his term of office as an executive Director of the Company will be determined with reference to the remuneration standard for senior management of the Company, and his final annual remuneration will be subject to the annual performance assessment of the Company, and the distribution of incentive remuneration, work-related transportation allowance and housing allowance. He will not receive additional Director's allowance for serving as an executive Director of the Company. Mr. YANG Xu, as a non-executive Director who does not serve as a senior management of the Company, will not receive remuneration from the Company. Mr. ZHANG Tingan will receive a monthly remuneration of RMB10,000 after tax from the Company as an independent non-executive Director. Please refer to the annual report and the relevant announcements and circulars of the Company to be published from time to time for the specific amounts of remuneration of the Directors of the Company. Please refer to the AGM Circular for the biographical details of Mr. LIU Dongjun, Mr. YANG Xu and Mr. ZHANG Tingan and other information required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules. As at the date of this announcement, there has been no change in such information.

## POLL RESULTS OF THE A SHARE CLASS MEETING

At the A Share Class Meeting, the following resolutions were considered and passed by way of poll and the poll results are set out as below:

Special Resolutions		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain <sup>(Note)</sup>
1.	To consider and approve the resolution on the 2023 Restricted Share Incentive Scheme (Revised Draft) of China Aluminum International Engineering Corporation Limited and the summary thereof	2,276,048,300 (99.9988%)	26,700 (0.0012%)	0
2.	To consider and approve the resolution on the Management Measures for the 2023 Restricted Share Incentive Scheme of China Aluminum International Engineering Corporation Limited	2,276,048,300 (99.9988%)	26,700 (0.0012%)	0
3.	To consider and approve the resolution on the Appraisal Management Measures for the Implementation of the 2023 Restricted Share Incentive Scheme of China Aluminum International Engineering Corporation Limited	2,276,048,300 (99.9988%)	26,700 (0.0012%)	0
4.	To consider and approve the resolution on the proposal for the AGM and the Class Meetings to authorise the Board to handle the matters relating to the 2023 Restricted Share Incentive Scheme	2,276,048,300 (99.9988%)	26,700 (0.0012%)	0

*Note:* In accordance with the relevant requirements of the Articles of Association of China Aluminum International Engineering Corporation Limited, no blank votes and abstention votes will be counted as valid votes for the purpose of votes counting.

As a majority of more than two-thirds of the A Share votes were cast in favour of the resolutions No. 1 to 4 above, such resolutions were duly passed as special resolutions.



## POLL RESULTS OF THE H SHARE CLASS MEETING

At the H Share Class Meeting, the following resolutions were considered and passed by way of poll and the poll results are set out as below:

Special Resolutions		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain <sup>(Note)</sup>
1.	To consider and approve the resolution on the 2023 Restricted Share Incentive Scheme (Revised Draft) of China Aluminum International Engineering Corporation Limited and the summary thereof	128,774,000 (100%)	0	0
2.	To consider and approve the resolution on the Management Measures for the 2023 Restricted Share Incentive Scheme of China Aluminum International Engineering Corporation Limited	128,774,000 (100%)	0	0
3.	To consider and approve the resolution on the Appraisal Management Measures for the Implementation of the 2023 Restricted Share Incentive Scheme of China Aluminum International Engineering Corporation Limited	128,774,000 (100%)	0	0
4.	To consider and approve the resolution on the proposal for the AGM and the Class Meetings to authorise the Board to handle the matters relating to the 2023 Restricted Share Incentive Scheme	128,774,000 (100%)	0	0

*Note:* In accordance with the relevant requirements of the Articles of Association of China Aluminum International Engineering Corporation Limited, no blank votes and abstention votes will be counted as valid votes for the purpose of votes counting.

As a majority of more than two-thirds of the H Share votes were cast in favour of the resolutions No. 1 to 4 above, such resolutions were duly passed as special resolutions.

By Order of the Board  
**China Aluminum International Engineering Corporation Limited**  
**TAO Fulun**  
*Joint Company Secretary*

Beijing, the PRC, 18 June 2024

*As at the date of this announcement, the non-executive Directors of the Company are Mr. ZHANG Decheng and Mr. YANG Xu; the executive Directors of the Company are Mr. LI Yihua, Mr. LIU Jing, Mr. LIU Dongjun and Ms. ZHAO Hongmei; and the independent non-executive Directors of the Company are Mr. SIU Chi Hung, Mr. TONG Pengfang and Mr. ZHANG Tingan.*