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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 2022

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting in 2022 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, China, at 9:30 a.m. on Friday, 28 October 2022 to consider and, if thought fit, pass the following resolutions.

SPECIAL RESOLUTIONS

1. The resolution regarding the Company’s compliance with the conditions for disposal of major assets
2. The resolutions regarding the major asset disposal plan of the Company
 - 2.01. Overall proposal
 - 2.02. Counterparty
 - 2.03. Subject Assets
 - 2.04. Consideration and basis of pricing
 - 2.05. Payment method of the Consideration
 - 2.06. Profit and loss arrangement during the transition period of the Transaction

- 2.07. Contractual obligations and liabilities for breach of contract in relation to the transfer of ownership of the Subject Assets
- 2.08. Guarantee for the Transaction
- 2.09. Staff arrangement
- 2.10. Effectiveness of the Agreement
- 2.11. Validity period of the resolutions relating to the Transaction
- 3. The resolution regarding the Reorganization not constituting a related party transaction
- 4. The resolution regarding the Report on the Disposal of Material Assets (Draft) of China Aluminum International Engineering Corporation Limited and its summary
- 5. The resolution regarding the entering into of the Agreement in relation to the Reorganization
- 6. The resolution regarding the compliance of the Reorganization of the Company with Article 11 of the Administrative Measures for the Material Asset Reorganizations of Listed Companies
- 7. The resolution regarding the compliance of the Reorganization of the Company with Article 4 of the Provisions on Issues Concerning Regulating the Material Asset Reorganizations of Listed Companies
- 8. The resolution regarding the Reorganization of the Company not constituting a reorganization and listing under Article 13 of the Administrative Measures for the Material Asset Reorganizations of Listed Companies
- 9. The resolution regarding the completeness and compliance of the statutory procedures and the validity of the submission of legal documents for the Reorganization
- 10. The resolution regarding the acquisition and disposal of assets by the Company within 12 months prior to the Reorganization

11. The resolution regarding the approval of the audit report, pro forma review report and appraisal report in relation to the Reorganization
12. The resolution regarding the pricing basis as well as fairness and reasonableness of the Reorganization
13. The resolution regarding the independence of the appraisal agency, the reasonableness of the assumed premises of the appraisal, the relevance of the appraisal methodology to the purpose of the appraisal and the fairness of the appraisal pricing
14. The resolution regarding the fluctuation of the share price of the Company
15. The resolution regarding the dilution of current returns by the Reorganization and the remedial measures adopted by the Company
16. The resolution regarding the Company's Reorganization-related entities do not fall within the circumstances as stipulated in Article 13 of the Regulatory Guidelines for Listed Companies No. 7 — Supervision on Abnormal Trading of Shares Related to Material Asset Reorganizations of Listed Companies
17. The resolution regarding the authorization to the Board and its authorized persons to deal with matters relating to the Reorganization to be proposed at the general meeting

ORDINARY RESOLUTIONS

18. The resolution regarding the amendments to the Rules of Procedure for the Board of Directors of China Aluminum International Engineering Corporation Limited
19. The resolution regarding the amendments to the Working System for Independent Directors of China Aluminum International Engineering Corporation Limited

Details of the above resolutions are set out in the circular of the second extraordinary general meeting in 2022 to be despatched by the Company in due course.

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

Beijing, PRC, 13 October 2022

Notes:

1. In order to determine the list of Shareholders who are entitled to attend the second extraordinary general meeting in 2022 to be convened on Friday, 28 October 2022, the register of members will be closed from 27 October 2022 to 28 October 2022, 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 2022, 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 26 October 2022.
2. A shareholder who is entitled to attend and vote at the second extraordinary general meeting in 2022 may appoint one or more proxies (regardless whether he/she is a shareholder) to attend and vote at the second extraordinary general meeting in 2022 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 2022. 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 authorisation 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 2022 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 2022 is expected to take less than half a day. Shareholders who attend the second extraordinary general meeting in 2022 shall be responsible for their own travel and accommodation expenses.

As at the date of this notice, 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.