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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 2019 ANNUAL GENERAL MEETING, THE FIRST H SHARE CLASS MEETING OF 2020 AND THE FIRST A SHARE CLASS MEETING OF 2020 PROFITS DISTRIBUTION AND PAYMENT OF FINAL DIVIDEND FOR 2019

The board of directors (the “**Board**”) of China Aluminum International Engineering Corporation Limited (the “**Company**”) is pleased to announce that the 2019 annual general meeting (the “**AGM**”), the first H share class meeting of 2020 (the “**H Share Class Meeting**”) and the first A share class meeting of 2020 (the “**A Share Class Meeting**”) of the Company were held at Conference Room 211 of China Aluminum International Engineering Corporation Limited, Building C, No. 99 Xingshikou Road, Haidian District, Beijing, the People’s Republic of China (the “**PRC**”) at 9:30 a.m. on Tuesday, 23 June 2020.

Reference is made to the Company’s AGM circular (the “**AGM Circular**”) dated 2 June 2020. Unless otherwise specified, capitalized terms used in this announcement shall have the same meanings as defined in the above AGM Circular.

As at the date of the AGM, the total number of issued Shares 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 H Share Class Meeting and the A Share Class Meeting. For resolution 7, the resolution constituted a connected transaction under the rules of the place on which the A Shares of the Company are listed. The Controlling Shareholder of the Company, Aluminum Corporation of China Limited, and its associates, and the Shareholder of the Company, Luoyang Engineering & Research Institute for Nonferrous Metals Processing, and its associates who held a total of 2,263,684,000 A Shares of the Company, representing approximately 76.50% of the entire issued Shares of the Company as at the date of the AGM, had abstained from voting in relation to the resolution 7 at the AGM. Resolution 7 is not considered as a connected transaction under Rule 14A.17

of the Listing Rules. For resolution 8, the resolution constituted a connected transaction under the rules of the place on which the A Shares of the Company are listed. The Controlling Shareholder of the Company, Aluminum Corporation of China Limited, and its associates who held 2,263,684,000 A Shares of the Company, and the Shareholder of the Company, Luoyang Engineering & Research Institute for Nonferrous Metals Processing, and its associates representing approximately 76.50% of the entire issued Shares of the Company as at the date of the AGM in total, had abstained from voting in relation to the resolution 8 at the AGM.

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

Shareholders and proxies attending the AGM represented, in aggregate, 2,483,403,800 Shares carrying voting rights, accounting for approximately 83.93% of the entire issued share capital of the Company as at the date of the AGM. Shareholders and proxies attending the H Share Class Meeting represented, in aggregate, 217,143,000 H Shares carrying voting rights, accounting for approximately 54.36% of the entire issued H share capital of the Company as at the date of the H Share Class Meeting. Shareholders and proxies attending the A Share Class Meeting represented, in aggregate, 2,266,260,800 A Shares carrying voting rights, accounting for approximately 88.54% of the entire issued A share capital of the Company as at the date of the A Share Class Meeting.

The AGM, the H Share Class Meeting and the A 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 H Share Class Meeting and the A Share Class Meeting were chaired by Mr. WU Jianqiang, the chairman of the Company. 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 H Share Class Meeting and the A 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:

Ordinary Resolutions		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain
1.	To consider and approve Board of Directors' work report for 2019.	2,483,370,000 (99.9986%)	33,800 (0.0014%)	0 (0.0000%)
2.	To consider and approve Board of Supervisors' work report for 2019.	2,483,370,000 (99.9986%)	33,800 (0.0014%)	0 (0.0000%)
3.	To consider and approve the financial report for 2019.	2,483,370,000 (99.9986%)	33,800 (0.0014%)	0 (0.0000%)
4.	To consider and approve the profits distribution plan for 2019.	2,483,370,000 (99.9986%)	33,800 (0.0014%)	0 (0.0000%)
5.	To consider and approve the capital expenditure plan for 2020.	2,483,370,000 (99.9986%)	33,800 (0.0014%)	0 (0.0000%)
6.	To consider and approve the annual external guarantee plan of non-connected transactions.	2,483,115,800 (99.9884%)	288,000 (0.0116%)	0 (0.0000%)
7.	To consider and approve the guarantee provided by the holding subsidiary for Wancheng Company.	219,431,800 (99.8689%)	288,000 (0.1311%)	0 (0.0000%)
8.	To consider and approve the internal entrusted loan of the Company for 2020.	219,686,000 (99.9846%)	33,800 (0.0154%)	0 (0.0000%)
9.	To consider and approve the remuneration for Directors for 2020.	2,483,370,000 (99.9986%)	33,800 (0.0014%)	0 (0.0000%)
10.	To consider and approve the remuneration for Supervisors for 2020.	2,483,370,000 (99.9986%)	33,800 (0.0014%)	0 (0.0000%)
11.	To consider and approve the re-appointment of auditor.	2,483,370,000 (99.9986%)	33,800 (0.0014%)	0 (0.0000%)
12.	To consider and approve the exemption of relevant undertaking of the Company.	2,483,370,000 (99.9986%)	33,800 (0.0014%)	0 (0.0000%)

Special Resolutions		Number of votes cast and the percentage of total number of votes cast		
		For	Against	Abstain
13.	To consider and approve the General Mandates to the Board to issue Shares.	2,483,115,800 (99.9884%)	288,000 (0.0116%)	0 (0.0000%)
14.	To consider and approve the General Mandates to issue the Onshore and Offshore Debt Financing Instruments.	2,483,115,800 (99.9884%)	288,000 (0.0116%)	0 (0.0000%)
15.	To consider and approve the amendments to the Articles of Association.	2,481,219,900 (99.9121%)	2,183,900 (0.0879%)	0 (0.0000%)
16.	To consider and approve the amendments to the Rules of Procedures for the Shareholders' General Meeting.	2,483,370,000 (99.9986%)	33,800 (0.0014%)	0 (0.0000%)

As majority of more than half of the votes were cast in favor of resolutions 1 to 12 above, such resolutions were duly passed as ordinary resolutions. As majority of more than two-thirds of the votes were cast in favor of resolutions 13 to 16 above, such resolutions were duly passed as special resolutions.

Save as resolutions 1 to 16 above, the Company has not received any proposal put forward by any Shareholders holding 3% or more than 3% of the voting Shares of the Company.

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
1.	To consider and approve the amendments to the Articles of Association.	217,143,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)
2.	To consider and approve the amendments to the Rules of Procedures for the Shareholders' General Meeting.	217,143,000 (100.0000%)	0 (0.0000%)	0 (0.0000%)

As majority of more than two-thirds of the H Share votes were cast in favour of resolutions 1 to 2 above, such resolutions were duly passed as special resolutions.

Save as resolutions 1 to 2 above, the Company has not received any proposal put forward by any H Shareholders holding 3% or more than 3% of the voting shares of the Company.

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
1.	To consider and approve the amendments to the Articles of Association.	2,264,076,900 (99.9036%)	2,183,900 (0.0964%)	0 (0.0000%)
2.	To consider and approve the amendments to the Rules of Procedures for the Shareholders' General Meeting.	2,266,227,000 (99.9985%)	33,800 (0.0015%)	0 (0.0000%)

As majority of more than two-thirds of the A Share votes were cast in favour of resolutions 1 to 2 above, such resolutions were duly passed as special resolutions.

Save as resolutions 1 to 2 above, the Company has not received any proposal put forward by any A Shareholders holding 3% or more than 3% of the voting shares of the Company.

PROFITS DISTRIBUTION AND PAYMENT OF FINAL DIVIDEND FOR 2019

Following the approval by the Shareholders at the AGM, the Board is pleased to announce that details relating to payment of final dividend for the year ended 31 December 2019 to Shareholders of the Company are as follows:

The Company will distribute a final dividend for 2019 of RMB0.036 (tax inclusive) for every 10 Shares in cash on or before Friday, 31 July 2020 to the H Shareholders whose names appear on the register of members of the Company on Tuesday, 7 July 2020. At the end of 2019, the net profit attributable to Shareholders of listed company as set out in the combined financial statements of the Company was RMB34,852,562.55, and the dividend will be distributed to all Shareholders at 30.56% of the net profit attributable to Shareholders of listed company in the 2019 combined financial statements. The total amount of dividend to be distributed will be RMB10,652,640.00. The final dividend is denominated and declared in Renminbi, and is paid to A Shareholders and Investors of Southbound Trading in Renminbi, and is paid to H Shareholders (excluding Investors of Southbound Trading) in Hong Kong dollars.

The amount of H Share final dividend actually distributed in Hong Kong dollars is calculated based on the average benchmark exchange rate of Renminbi to Hong Kong dollars (RMB0.914312 to HK\$1.00) published by the People's Bank of China five working days prior to the date of the AGM, 23 June 2020, being a cash dividend of HK\$0.0394 (tax inclusive) for every 10 H Shares.

In order to determine the list of H Shareholders who are entitled to receive the final dividend, the Company will determine the resident status of the individual holders of H Shares based on the registered address as recorded in the register of members of the Company on Tuesday, 7 July 2020 (the “**Registered Address**”). If the resident status of any individual holder of H Shares is not in consistency with that indicated by the Registered Address, such individual holder of H Shares shall notify the Company's H Share registrar no later than 4:30 p.m. on Tuesday, 30 June 2020 and provide relevant supporting documents to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Any individual holder of H Shares who fails to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

Pursuant to the Enterprise Income Tax Law of the PRC effective from 1 January 2008 and its implementation provisions and relevant regulations, the Company is obliged to withhold and remit enterprise income tax at a rate of 10% when it distributes the 2019 final dividend to the non-resident enterprise Shareholders whose names are registered in the register of members of H Shares. Any Share which is not registered in the name of individual H Shareholders, including the HKSCC Nominees Limited, other agents or trustees, or other organizations and societies is deemed as Shares held by non-resident enterprise Shareholders. Thus, enterprise income tax will be deducted from their dividends.

According to the requirements of the Guoshuihan [2011] No. 348 of State Taxation Administration and relevant laws and regulations, if individual H Shareholders are Hong Kong or Macau residents or residents from other countries which have entered into a taxation agreement with the PRC stipulating a dividend tax rate of 10%, the Company would withhold and remit 10% of their personal income tax. If individual H Shareholders are residents from other countries which have entered into a taxation agreement with the PRC stipulating a lower than 10% dividend rate, the Company would apply to enjoy the relevant agreed preferential treatment on behalf of them. If individual H Shareholders are residents from other countries which have entered into a taxation agreement with the PRC stipulating a higher than 10%, but lower than 20% dividend rate, the Company would withhold and remit their personal income tax based on the effective tax rate in relevant taxation agreement. If individual H Shareholders are residents from other countries which have entered into a taxation agreement with the PRC stipulating a 20% dividend rate, or have not entered into any taxation agreement with the PRC, or under any other circumstances, the Company would withhold and remit 20% of their personal income tax.

DISTRIBUTION OF FINAL DIVIDEND TO INVESTORS OF NORTHBOUND TRADING

For Hong Kong investors (including enterprises and individuals) investing in the A Shares of the Company via the Shanghai-Hong Kong Stock Connect Program (the “**Investors of Northbound Trading**”), their final dividend will be distributed in Renminbi by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominees holding such shares. The Company will withhold and pay income tax at the rate of 10% on behalf of those investors and will report to tax authorities. For the Investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate set out in such tax treaty will be refunded.

The record date, the ex-dividend date, the date of distribution of final dividend and other arrangements for the Investors of Northbound Trading will be the same as those for the holders of A Shares of the Company. For details on the distribution of dividends of A Shares, the Company will publish an announcement on the website of the Shanghai Stock Exchange.

DISTRIBUTION OF FINAL DIVIDEND TO INVESTORS OF SOUTHBOUND TRADING

For Shanghai and Shenzhen investors (including enterprises and individuals) investing in the H Shares of the Company via the Shanghai-Hong Kong and Shenzhen-Hong Kong Stock Connect Program (the “**Investors of Southbound Trading**”), the Company has entered into the “Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading” (《港股通H股股票現金紅利派發協議》) with the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation, pursuant to which, the Shanghai Branch and Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominee holders of H Shares for the Investors of Southbound Trading, will receive the final dividend distributed by the Company and distribute the final dividend to the relevant Investors of Southbound Trading through their depository and clearing system.

The final dividend for the Investors of Southbound Trading will be paid in Renminbi. Pursuant to the relevant requirements under the “Notice on the Tax Policies related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (Caishui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014]81號)》):

- For dividends received by individual investors of Mainland China from investing in H Shares of the Company through Shanghai-Hong Kong Stock Connect, the Company shall withhold individual income tax at the rate of 20% on behalf of the investors. For dividends received by securities investment funds of Mainland China from investing in H Shares of the Company through Shanghai-Hong Kong Stock Connect, the Company will withhold individual income tax pursuant to the foregoing provisions.
- For dividends received by enterprise investors of Mainland China from investing in H Shares of the Company through Shanghai-Hong Kong Stock Connect, the Company will not withhold the income tax in the distribution of dividend and the enterprises shall file the tax returns on their own.

Pursuant to the requirements under the “Notice on the Tax Policies related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect” (Caishui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)):

- For dividends received by individual investors of Mainland China from investing in H Shares of the Company through Shenzhen-Hong Kong Stock Connect, the Company shall withhold individual income tax at the rate of 20% on behalf of the investors. For dividends received by securities investment funds of Mainland China from investing in H Shares of the Company through Shenzhen-Hong Kong Stock Connect, the Company will withhold individual income tax pursuant to the foregoing provisions.
- For dividends received by enterprise investors of Mainland China from investing in H Shares of the Company through Shenzhen-Hong Kong Stock Connect, the Company will not withhold the income tax in the distribution of dividend and the enterprises shall file the tax returns on their own.

The record date, the date of distribution of final dividend and other arrangements for the Investors of Southbound Trading will be the same as those for the H Shareholders of the Company.

The Company has appointed ICBC (Asia) Trustee Company Limited as the receiving agent of the H Shares dividend of the Company (the “**Receiving Agent**”) and will pay through the Receiving Agent the final dividend declared to be paid to the H Shareholders. The Receiving Agent will pay the cash dividend, and the cheques of the cash dividend will be dispatched to the H Shareholders by the Company’s H share registrar, Computershare Hong Kong

Investor Services Limited, no later than the payment date of the dividend as determined by the Company by ordinary post, while the risk of the delivery shall be borne by the H Shareholders. For the Company's H Shareholders investing through Hong Kong Stock Connect, the Company will pay the final dividend to the Shareholders through the depositary and clearing system of China Securities Depository and Clearing Corporation Limited.

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

Beijing, the PRC, 23 June 2020

As at the date of this announcement, the non-executive directors are Mr. WANG Jun and Mr. LI Yihua; the executive directors are Mr. WU Jianqiang, Mr. WU Zhigang and Mr. ZHANG Jian; and the independent non-executive directors are Mr. GUI Weihua, Mr. CHEUNG Hung Kwong and Mr. FU Jun.