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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)**

## AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of China Aluminum International Engineering Corporation Limited (the “**Company**”) dated 29 July 2024 in relation to the completion of registration of the grant under the 2023 Restricted Share Incentive Scheme.

In view that the Company has completed the registration for the Restricted Shares granted under the first grant pursuant to the 2023 Restricted Share Incentive Scheme, BDO China SHU LUN PAN Certified Public Accountants LLP has issued the related Capital Verification Report stating that the Company’s total share capital has been changed from 2,959,066,667 shares to 2,985,836,267 shares, and the Shanghai Branch of China Securities Depository and Clearing Corporation Limited has issued the Certificate of Change in Registration of Securities, therefore, the Company proposes to amend Article 22 of the articles of association (the “**Articles of Association**”) as follows:

Original version	Amended version
<p>Article 22 Upon its establishment and as approved by the competent securities regulatory authorities of the State Council, the Company initially issued 363,160,000 overseas-listed foreign shares in 2012. Subsequent to the completion of the above issuance, the shareholding structure of the Company is as follows: 2,176,758,534 shares held by Chinalco, representing 81.74% of the total share capital; 86,925,466 shares held by Luoyang Institute, representing 3.26% of the total share capital; 36,316,000 shares held by the National Council for Social Security Fund of the PRC, representing 1.36% of the total share capital; and 363,160,000 shares held by shareholders of the overseas-listed foreign shares, representing 13.64% of the total share capital.</p>	<p>Article 22 Upon its establishment and as approved by the competent securities regulatory authorities of the State Council, the Company initially issued 363,160,000 overseas-listed foreign shares in 2012. Subsequent to the completion of the above issuance, the shareholding structure of the Company is as follows: 2,176,758,534 shares held by Chinalco, representing 81.74% of the total share capital; 86,925,466 shares held by Luoyang Institute, representing 3.26% of the total share capital; 36,316,000 shares held by the National Council for Social Security Fund of the PRC, representing 1.36% of the total share capital; and 363,160,000 shares held by shareholders of the overseas-listed foreign shares, representing 13.64% of the total share capital.</p>

Original version	Amended version
<p>With the approval from the China Securities Regulatory Commission, the Company issued 295,906,667 onshore listed domestic shares (referred to as A shares) under the initial public offering in 2018. As of the date of completion of the issue of A shares, the structure of share capital of the Company was: as to 2,176,758,534 shares were held by Chinalco, representing 73.56%; as to 86,925,466 shares held by Luoyang Institute, representing 2.94%; as to 399,476,000 shares held by shareholders of overseas-listed H shares, representing 13.50%; and as to 295,906,667 shares held by the shareholders of onshore listed domestic shares (excluding Chinalco and Luoyang Institute), representing 10.00%.</p> <p>The registered capital of the Company upon establishment was RMB2,300,000,000. After completion of the issue of the aforesaid shares, the registered capital of the Company changed to RMB2,959,066,667.</p>	<p>With the approval from the China Securities Regulatory Commission, the Company issued 295,906,667 onshore listed domestic shares (referred to as A shares) under the initial public offering in 2018. As of the date of completion of the issue of A shares, the structure of share capital of the Company was: as to 2,176,758,534 shares were held by Chinalco, representing 73.56%; as to 86,925,466 shares held by Luoyang Institute, representing 2.94%; as to 399,476,000 shares held by shareholders of overseas-listed H shares, representing 13.50%; and as to 295,906,667 shares held by the shareholders of onshore listed domestic shares (excluding Chinalco and Luoyang Institute), representing 10.00%.</p> <p><b>With the approval from the Company's shareholders' general meeting and the approval from the relevant departments of the State Council, the Company completed the registration for the new shares granted under the 2023 Restricted Share Incentive Scheme in July 2024. After the completion of this additional issuance, the structure of share capital of the Company was: as to 2,176,758,534 shares were held by Chinalco, representing 72.90%; as to 86,925,466 shares were held by Luoyang Institute, representing 2.91%; as to 399,476,000 shares were held by shareholders of overseas-listed H shares, representing 13.38%; as to 295,906,667 shares were held by the shareholders of onshore listed domestic shares not subject to trading restriction (excluding Chinalco and Luoyang Institute), representing 9.91%; and as to 26,769,600 shares were held by the shareholders of onshore listed domestic shares subject to trading restriction (excluding Chinalco and Luoyang Institute), representing 0.90%.</b></p> <p>The registered capital of the Company upon establishment was RMB2,300,000,000. After completion of the issue of the aforesaid shares, the registered capital of the Company changed to <del>RMB2,959,066,667</del><b>2,985,836,267</b>.</p>

The aforementioned amendments have been considered and approved at the 22<sup>nd</sup> meeting of the fourth session of the board of directors of the Company held on 26 August 2024.

According to the mandate granted to the board of the directors of the Company on matters related to the share incentive plan at the Company's 2023 annual general meeting, the first A share class meeting of 2024 and the first H share class meeting of 2024 held on 18 June 2024, the amendments to the "Articles of Association" does not need to be submitted to the Company's shareholders' general meeting for consideration and approval.

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

Beijing, the PRC, 26 August 2024

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