



# 中国铝业股份有限公司

## ALUMINUM CORPORATION OF CHINA LIMITED\*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2600)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting ("SGM") of Aluminum Corporation of China Limited (the "Company") will be held on Tuesday, 27 February 2007 at 10:00 a.m. at the Company's conference room at 29th Floor, No. 62 North Xizhimen Street, Haidian District, Beijing, the People's Republic of China, for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions:

#### ORDINARY RESOLUTIONS

##### THAT:

- the continuation of the Non-exempt Continuing Connected Transactions (as defined in a circular (the "Circular") to be despatched to the shareholders of the Company together with this notice) which require approval by the independent Shareholders under the Listing Rules, namely, the Comprehensive Social and Logistics Services Agreement, the Mutual Supply Agreement, the Mineral Supply Agreement and the Metallurgical Services Agreement, and the proposed annual caps for such continuing connected transactions in respect thereof for each of the three financial years ending 31 December 2009 be and are hereby approved;
- the entering into of the Extension Agreement (as defined in the Circular) for the Non-exempt Continuing Connected Transactions (as referred to Resolution No.1 above) which require independent Shareholders' approval be and are hereby approved; and
- the board of directors of the Company be and is hereby authorized to do all such further acts and things and execute such further documents and take all such steps which in its opinion may be necessary, desirable and expedient to implement and/or give effect to the Non-exempt Continuing Connected Transactions (as defined in the Circular); and

#### SPECIAL RESOLUTION

##### THAT:

- the proposed amendments to the Articles of Association of the Company as set out in the Circular be and hereby generally and unconditionally approved and the board of directors of the Company be authorized to make such other modifications to the proposed amendments to the Articles of Association of the Company as may be required by the relevant regulatory authorities of the PRC.

By Order of the Board of Directors of  
Aluminum Corporation of China Limited  
**Xiao Yaqing**  
Chairman

##### Notes:

- The H Share register of members of the Company will be closed from Saturday, 27 January 2007 to Tuesday, 27 February 2007, both days inclusive, during which period no transfer of the Company's H Shares will be effected. Holders of H shares whose names appear on the register of members of the Company on Friday, 26 January 2007 at 4:00 p.m. are entitled to attend this meeting. In order for holders of H Shares to be qualified for attendance at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Hong Kong Registrars Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:00 p.m. on Friday, 26 January 2007 for registration.

- Holders of Domestic Shares or H Shares, who intend to attend the SGM, must complete the reply slips for attending the SGM and return them to the Office of the Secretary to the Board of Directors of the Company no later than 20 days before the date of the SGM, i.e. no later than Wednesday, 7 February 2007.

Details of the Office of the Secretary to the Board of Directors of the Company are as follows:

No. 62 North Xizhimen Street,  
Haidian District,  
Beijing, The People's Republic of China  
Postal Code: 100082  
Tel: 86-10-8229 8103  
Fax: 86-10-8229 8158

- Each holder of H Shares who has the right to attend and vote at the SGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the SGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing, if that instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified.
- To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share Registrar, Hong Kong Registrars Limited, the address of which is set out in Note (a) above, not less than 24 hours before the time for holding the SGM or any adjournment thereof in order for such document to be valid.
- Each holder of Domestic Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the SGM, Notes (c) to (d) also apply to holders of Domestic Shares, except that the proxy form or other documents of authority must be delivered to the Office of the Secretary to the Board of Directors, the address of which is set out in Note (b) above, not less than 24 hours before the time for holding the SGM or any adjournment, thereof in order for such documents to be valid.
- If a proxy attends the SGM on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his legal representative, and specifying the date of its issuance. If a legal person shareholder appoints its corporate representative to attend the SGM, such representative should produce his/her ID card and the notariated copy of the resolution passed by the board of directors or other authorities or other notariated copy of the licence issued by such legal person shareholder.
- Shareholders attending the SGM are responsible for their own transportation and accommodation expenses.

As at the date hereof, the members of the Board of Directors comprise Mr. Xiao Yaqing, Mr. Luo Jianchuan, Mr. Chen Jihua, Mr. Zhang Chengzhong (Executive Directors); Mr. Joseph C. Muscari, Mr. Shi Chungui (non-executive Directors); Mr. Poon Yiu Kin, Samuel, Mr. Wang Dianzuo and Mr. Kang Yi (Independent Non-executive Directors).

\* For identification purpose only