



XINREN ALUMINUM HOLDINGS LIMITED

(Incorporated in Singapore on 29 August 2006)

(Company Registration No. 200612545H)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of XinRen Aluminum Holdings Limited (the “Company”) will be held at Millenia 2, Level 2, The Ritz Carlton, Millenia Singapore, 7 Raffles Avenue, Singapore 039799 on 6 June 2014 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

RESOLUTION 1: THE PROPOSED ACQUISITION OF 30% OF THE ISSUED SHARE CAPITAL OF CHINA LEADING INTERNATIONAL GROUP LIMITED (A MAJOR TRANSACTION AS DEFINED IN CHAPTER 10 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED) (THE “PROPOSED ACQUISITION”)

THAT:-

- (a) approval be and is hereby given for the Company to purchase 30% of the issued share capital of China Leading International Group Limited for a total consideration of RMB3.15 billion, from Wealth Checker Limited, Wealthy Map Limited, Carry Luckystar Limited and Yi Jun International Limited; and
- (b) the Company and any Director of the Company be and are hereby authorised and empowered to take all necessary steps, to do all such acts and things and sign all agreements, undertakings, documents and deeds as they may consider necessary, desirable or expedient to give effect to or carry into effect to the Proposed Acquisition and/or this Resolution, and where the Company seal is required to be affixed to any agreement, undertaking, document and/or deed in connection therewith, the same shall be signed and the Company seal shall (where applicable) be affixed thereon in accordance with the Articles of the Company.

RESOLUTION 2: THE PROPOSED CHANGE OF AUDITORS (“THE PROPOSED CHANGE OF AUDITORS”)

THAT: -

- (a) Messrs PricewaterhouseCoopers LLP be hereby appointed as the Auditors of the Company in place of Messrs Ernst & Young LLP to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms to be agreed between the Directors and Messrs PricewaterhouseCoopers LLP; and
- (b) the Company and any Director of the Company be and are hereby authorised and empowered to take all necessary steps, to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Resolution.

BY ORDER OF THE BOARD

Teo Meng Keong
Company Secretary
22 May 2014
Singapore

Explanatory Notes to Shareholders:

1. EY has confirmed that it is not aware of any professional reasons why PwC, being new Auditors, should not accept appointment as Auditors;
2. the Board of Directors confirms that there were no disagreements with EY on accounting treatments within the last 12 months from the date of this Circular;
3. the Board of Directors confirms that the Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders;
4. the reason for the Proposed Change of Auditors is because the Board is of the view that a change of auditors would be a good corporate governance practice and would enable the Company to benefit from fresh perspectives and views of another professional audit firm and further enhance the value of the audit; and
5. the Board of Directors confirms that it has complied with Rules 712 and 715 of the Listing Manual in relation to the Proposed Change of Auditors.

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his stead and a proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
3. The instrument appointing a proxy must be lodged at the Company's registered office at 250 North Bridge Road, #15-01 Raffles City Tower, Singapore 179101, not less than 48 hours before the time appointed for the EGM. The completion and return of the proxy form by a member will not prevent him from attending and voting in person at the EGM if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.