



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 Asam Room, Level 2, Singapore Marriott Tang Plaza Hotel, 320 Orchard Road, Singapore 238865 on 11 December 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

RESOLUTION 1: THE PROPOSED ISSUE OF UP TO US\$70,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF 8.0 PER CENT. CONVERTIBLE BONDS DUE 2020 CONVERTIBLE INTO ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE “PROPOSED CONVERTIBLE BONDS ISSUE”)

THAT:-

- (a) approval be and is hereby given to the Directors or any of them to create and issue an aggregate in principal amount of up to US\$70,000,000 in aggregate principal amount of 8.0 per cent. convertible bonds due 2020 (the “**US\$70M Convertible Bonds**”) convertible into ordinary shares in the capital of the Company (the “**Conversion Shares**”) at a conversion price determined in accordance with the terms and conditions of the US\$70M Convertible Bonds, and subject to such adjustments as the terms and conditions of the US\$70M Convertible Bonds shall stipulate (the “**Conversion Price**”);
- (b) approval be and is hereby given to the Directors or any of them to allot and issue:
 - (i) such number of Conversion Shares at the Conversion Price as may be required or permitted to be allotted and issued on the conversion of the US\$70M Convertible Bonds, to the subscriber(s) or any holder of the US\$70M Convertible Bonds (“**Bondholder**”) on the date of conversion thereof, subject to and otherwise in accordance with the terms and conditions of the US\$70M Convertible Bonds whereby such Conversion Shares when issued shall rank *pari passu* in all respects with the then existing Shares, save as may be provided in the terms and conditions of the US\$70M Convertible Bonds;
 - (ii) on the same basis as paragraph (b)(i) above, such further Conversion Shares as may be required to be allotted and issued on the conversion of any of the US\$70M Convertible Bonds upon the adjustment of the Conversion Price in accordance with the terms and conditions of the US\$70M Convertible Bonds;
 - (iii) on the same basis as paragraph (b)(i) above, such further Conversion Shares as may be required to be allotted and issued on the conversion of any of the (a) the US\$10,000,000 8.0 per cent. secured convertible bonds due 2020 which are convertible into Shares issued on 27 August 2015; (b) the US\$140,000,000 8.0 per cent. secured convertible bonds due 2020 which are convertible into Shares issued on 27 August 2015; and (c) the US\$30,000,000 8.0 per cent. secured convertible bonds due 2020 which are convertible into Shares issued on 4 November 2015 (collectively, the “**US\$180M Convertible Bonds**”) upon the adjustment of the conversion price determined in accordance with the terms and conditions of the US\$180M Convertible Bonds;
 - (iv) such number of Conversion Shares referred to in paragraphs (b)(i), (b)(ii) and (b)(iii) above to the subscriber(s) or any Bondholder at the date of conversion thereof; and
- (c) the Directors or any of them 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/he may consider necessary, desirable or expedient to give effect to or carry into effect to the issue of the US\$70M Convertible Bonds and/or the Conversion Shares 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 Association of the Company.

BY ORDER OF THE BOARD

Teo Meng Keong
Company Secretary
24 November 2015
Singapore

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.