



**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)

**FORM OF PROXY**  
**FOR THE 2012 ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 27 JUNE 2013**

No. of shares to which this Proxy Form relates <sup>(Note 1)</sup>	
Type of shares (A Shares or H Shares) to which this Proxy Form relates <sup>(Note 2)</sup>	

I/We <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

being shareholder(s) of ALUMINUM CORPORATION OF CHINA LIMITED\* (the “**Company**”) hereby appoint the Chairman of the Meeting <sup>(Note 4)</sup> or \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the 2012 Annual General Meeting of the Company to be held at 9:30 a.m. on Thursday, 27 June 2013 and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of 2012 Annual General Meeting, and, if no such indication is given, as my/our proxy thinks fit.

<b>ORDINARY RESOLUTIONS</b>	<b>For</b> <i>(Note 5)</i>	<b>Against</b> <i>(Note 5)</i>	<b>Abstain</b> <i>(Note 5)</i>
1. To consider and approve the resolution in relation to the Directors' Report for the year ended 31 December 2012.			
2. To consider and approve the resolution in relation to the Supervisory Committee's Report for the year ended 31 December 2012.			
3. To consider and approve the resolution in relation to the independent auditor's report and the audited financial report of the Company for the year ended 31 December 2012.			
4. To consider and approve the resolution in relation to the non-distribution of final dividend and non-transfer of reserves to increase share capital.			
5. To consider and approve the resolution in relation to the re-appointment of auditors and the authorization to the audit committee of the Board to fix their remuneration.			

\* For identification purpose only

<b>ORDINARY RESOLUTIONS</b>	<b>For</b> <i>(Note 5)</i>	<b>Against</b> <i>(Note 5)</i>	<b>Abstain</b> <i>(Note 5)</i>
6 To consider and approve the resolution in relation to the election of the members of the fifth session of the Board:			
6.1 To consider and approve the resolution in relation to the re-appointment of Mr. Xiong Weiping as the executive director of the fifth session of the Board;			
6.2 To consider and approve the resolution in relation to the re-appointment of Mr. Luo Jianchuan as the executive director of the fifth session of the Board;			
6.3 To consider and approve the resolution in relation to the re-appointment of Mr. Liu Xiangmin as the executive director of the fifth session of the Board;			
6.4 To consider and approve the resolution in relation to the appointment of Mr. Jiang Yinggang as the executive director of the fifth session of the Board;			
6.5 To consider and approve the resolution in relation to the re-appointment of Mr. Liu Caiming as the non-executive director of the fifth session of the Board;			
6.6 To consider and approve the resolution in relation to the appointment of Mr. Wang Jun as the non-executive director of the fifth session of the Board;			
6.7 To consider and approve the resolution in relation to the appointment of Mr. Wu Jianchang as the independent non-executive director of the fifth session of the Board;			
6.8 To consider and approve the resolution in relation to the appointment of Mr. Zhao Tiechui as the independent non-executive director of the fifth session of the Board;			
6.9 To consider and approve the resolution in relation to the appointment of Mr. Ma Si-hang, Frederick as the independent non-executive director of the fifth session of the Board.			
7 To consider and approve the resolution in relation to the election of the shareholder representative Supervisors of the fifth session of the Supervisory Committee:			
7.1 To consider and approve the resolution in relation to the appointment of Mr. Zhao Zhao as the shareholder representative Supervisor of the fifth session of the Supervisory Committee;			
7.2 To consider and approve the resolution in relation to the re-appointment of Mr. Zhang Zhankui as the shareholder representative Supervisor of the fifth session of the Supervisory Committee.			

<b>ORDINARY RESOLUTIONS</b>	<b>For</b> <i>(Note 5)</i>	<b>Against</b> <i>(Note 5)</i>	<b>Abstain</b> <i>(Note 5)</i>
8 To consider and approve the resolution in relation to the remuneration standards for Directors and Supervisors of the Company for the year 2013.			
9 To consider and approve the resolution in relation to the renewal of liability insurance for year 2013-2014 for the Company's Directors, Supervisors and other senior management members.			
10 To consider and approve the resolution in relation to the Possible Connected Transaction regarding the possible disposal of the Aluminum Fabrication Interests of the Company to Chinalco; and the Chairman of the Board of Directors of the Company, or such other person as the Chairman of the Board of Directors of the Company may authorize, is hereby authorized, confirmed and ratified to handle all relevant matters relating to the disposal, and do all such acts and things, execute and amend all such documents as he/she deems necessary or appropriate.			
11 To consider and approve the resolution in relation to the proposed disposal of the assets of Northwest Aluminum Fabrication Branch of the Company to Chinalco; and the Chairman of the Board of Directors of the Company, or such other person as the Chairman of the Board of Directors of the Company may authorize, is hereby authorized, confirmed and ratified to handle all relevant matters relating to the disposal, and do all such acts and things, execute and amend all such documents as he/she deems necessary or appropriate.			
12 To consider and approve the resolution in relation to the proposed disposal of alumina assets of Guizhou Branch of the Company to Chinalco; and the Chairman of the Board of Directors of the Company, or such other person as the Chairman of the Board of Directors of the Company may authorize, is hereby authorized, confirmed and ratified to handle all relevant matters relating to the disposal, and do all such acts and things, execute and amend all such documents as he/she deems necessary or appropriate.			
13 To consider and approve the resolution in relation to the extension of the term of provision of guarantees to Chalco HK for foreign currency financing.			
14 To consider and approve the resolution in relation to the extension of the term of provision of guarantees to Chalco Trading (HK) for foreign currency financing.			
15 To consider and approve the resolution in relation to the provision of guarantees to Ningxia PV and Ningxia Silicon, the subsidiaries of the Company, for bank loans.			

<b>SPECIAL RESOLUTIONS</b>	<b>For</b> <i>(Note 5)</i>	<b>Against</b> <i>(Note 5)</i>	<b>Abstain</b> <i>(Note 5)</i>
16 To consider and approve the resolution in relation to the issuance of debt financing instruments.			
17 To consider and approve the resolution in relation to the general mandate to issue additional H Shares.			
18 To consider and approve the resolution in relation to the issue of overseas perpetual bond by Chalco HK.			

Dated: this \_\_\_\_\_ day of \_\_\_\_\_ 2013

Signature(s) *(Note 6)*: \_\_\_\_\_

\* **Important: You should first review the notice and the circular of the 2012 annual general meeting of the Company dated 13 May 2013 before appointing a proxy.**

*Notes:*

1. Please insert the number of shares registered in your name(s) to which the proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. Please also insert the type of shares (A Shares or H Shares) to which the proxy form relates.
3. Please insert the full name(s) (in Chinese or in English, as shown in the register of members) and registered address(es) in **BLOCK LETTERS**.
4. If any proxy other than the Chairman of the Meeting is preferred, delete the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED: “ABSTAIN”. ANY ABSTAIN VOTE OR WAIVER TO VOTE SHALL BE DISREGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** Failure to tick the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the 2012 Annual General Meeting other than those referred to in the notice convening the 2012 Annual General Meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must either be executed under its seal or under the hand of a legal representative or other attorney duly authorised to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified.
7. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Meeting, personally or by proxy, then one of the persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. To be valid, for A Shareholders, this form of proxy, together with the notarially certified power of attorney or other document of authorisation, must be delivered to the Office of the Board of Directors at the business address of the Company, Aluminum Corporation of China Limited\*, No. 62 North Xizhimen Street, Haidian District, Beijing, the People’s Republic of China 100082, not less than 24 hours before the time appointed for the Meeting. In order to be valid, for holders of H Shares, the above document must be delivered to Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong within the same period.