



**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)

**REVISED FORM OF PROXY**  
**FOR THE 2014 ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 25 JUNE 2015**

No. of shares to which this revised form of proxy relates <i>(Note 1)</i>	
Type of shares (A Shares or H Shares) to which this revised form of proxy relates <i>(Note 2)</i>	

I/We *(Note 3)* \_\_\_\_\_  
of \_\_\_\_\_  
being shareholder(s) of **ALUMINUM CORPORATION OF CHINA LIMITED\*** (the “**Company**”) hereby appoint the Chairman of the Meeting *(Note 4)* or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the 2014 Annual General Meeting of the Company to be held at the Company’s conference room at No. 62 North Xizhimen Street, Haidian District, Beijing, the PRC at 2:00 p.m. on Thursday, 25 June 2015 as hereunder indicated in respect of the resolutions set out in the Notice and the Supplemental Notice of 2014 Annual General Meeting, and, if no such indication is given, as my/our proxy thinks fit.

	<b>ORDINARY RESOLUTION</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 of the Company for the year ended 31 December 2014.			
2	To consider and approve the resolution in relation to the Supervisory Committee’s Report of the Company for the year ended 31 December 2014.			
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 2014.			
4	To consider and approve the resolution in relation to the proposed non-distribution of final dividend for the year 2014 and non-transfer of capital reserves to increase share capital.			
5	To consider and approve the resolution in relation to the continuing connected transactions under the Renewed Financial Services Agreement and the proposed annual caps for the three years ending 25 August 2018.			
6	To consider and approve the resolution in relation to the renewal of the Non-exempt Continuing Connected Transactions and the proposed annual caps for the three years ending 31 December 2018.			
7	To consider and approve the resolution in relation to the proposed provision of guarantees by the Company to Chalco Hong Kong and its subsidiaries for financing.			
8	To consider and approve the resolution in relation to the proposed provision of guarantees by the Company to CIT and its subsidiaries for financing.			
9	To consider and approve the resolution in relation to the matters on guarantees of Ningxia Energy and its subsidiaries for the year 2015.			
10	To consider and approve the resolution in relation to the remuneration standards for Directors and Supervisors of the Company for the year 2015.			
11	To consider and approve the resolution in relation to the renewal of liability insurance for year 2015-2016 for the Company’s Directors, Supervisors and other senior management.			

\* For identification purposes only

ORDINARY RESOLUTION		For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
12	To consider and approve the resolution in relation to the re-appointment of auditors of the Company.			
SPECIAL RESOLUTIONS		For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
13	To consider and approve the resolution in relation to the proposed issue of debt financing instruments by the Company.			
14	To consider and approve the resolution in relation to the proposed issue of overseas bond(s) by the Company or its subsidiaries.			
15	To consider and approve the resolution in relation to the general mandate to issue additional H Shares.			
16	To consider and approve the resolution in relation to the extension of the period of authorization relating to the Proposed A Shares Issue.			
ORDINARY RESOLUTION (CUMULATIVE VOTING)		For <i>(Note 5)</i>	Against <i>(Note 5)</i>	Abstain <i>(Note 5)</i>
17	To consider and approve the resolution in relation to the by-election of an independent non-executive director of the fifth session of the board of directors of the Company:	<i>(Note 8)</i>		
17.1	To consider and approve the resolution in relation to the election of Mr. Hu Shihai as an independent non-executive director of the fifth session of the board of directors of the Company.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

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

**IMPORTANT: You should first review the notice and the circular of the 2014 AGM of the Company dated 11 May 2015 and the supplemental notice of the 2014 AGM dated 9 June 2015 before appointing a proxy. Unless otherwise specified, words used in this revised form of proxy shall have the same meaning as defined in the above circular.**

*Notes:*

1. Please insert the number of shares registered in your name(s) to which the revised form of proxy relates. If no number is inserted, this revised 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 revised form of proxy 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 REVISED 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 2014 Annual General Meeting other than those referred to in the Notice and the Supplemental Notice of the 2014 Annual General Meeting.
6. This revised 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 revised 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. The cumulative voting method shall be adopted for the voting of Resolution No. 17. Cumulative voting method refers to the voting for directors or supervisors where each share is entitled to the same number of votes which equals to the total number of directors or supervisors to be elected, and shareholders may consolidate their voting rights when casting a vote. Cumulative voting method includes regular voting method where shareholders may cast their votes with partial or all voting rights.
9. To be valid, for A shareholders, this revised form of proxy, together with the notarially certified power of attorney or other documents of authorisation, must be delivered to the Office to 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 (Postal Code: 100082), not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof. In order to be valid, for H shareholders, the above documents must be delivered to Hong Kong Registrars Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong within the same period.
10. A shareholder who has not yet completed and returned the form of proxy as enclosed to the Notice of the AGM of the Company dated 11 May 2015 (the "Old Form of Proxy") is required to complete and return the revised form of proxy if you wish to appoint a proxy to attend the AGM. In this case, the Old Form of Proxy should not be returned.
11. **A shareholder who has already completed and returned the Old Form of Proxy properly should note that:**
  - (a) **if the revised form of proxy is not completed and returned properly or if the revised form of proxy is returned later than 24 hours before the time fixed for holding the AGM, the Old Form of Proxy will be treated as a valid form of proxy returned by you if it is correctly completed and returned. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain from voting on the additional resolutions duly put to the AGM as indicated in the Supplemental Notice of AGM; and**
  - (b) **if the revised form of proxy is completed and returned not less than 24 hours before the time fixed for holding the AGM, the revised form of proxy will revoke and supersede the Old Form of Proxy previously returned by you. The revised form of proxy will be treated as a valid form of proxy returned by you if it is correctly completed.**