



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 2015 SECOND EXTRAORDINARY GENERAL MEETING
TO BE HELD ON TUESDAY, 29 DECEMBER 2015**

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| No. of shares to which this Proxy Form relates ^(Note 1) | |
| Type of shares (A Shares or H Shares) to which this Proxy Form relates ^(Note 2) | |

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 2015 Second Extraordinary 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 Tuesday, 29 December 2015 as hereunder indicated in respect of the resolutions set out in the Notice of 2015 Second Extraordinary General Meeting, and, if no such indication is given, as my/our proxy thinks fit.

| | ORDINARY RESOLUTIONS | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
|---|---|--------------------------------|------------------------------------|------------------------------------|
| 1 | To consider and approve the resolution in relation to the proposed capital contribution to Chinalco Property Development Co., Ltd.* (中鋁置業發展有限公司) by the Company and its subsidiaries by way of injecting certain urban property assets and cash; | | | |
| 2 | To consider and approve the resolution in relation to the proposed transfer of the property assets of Chalco Hong Kong Limited* (中國鋁業香港有限公司) by the Company; | | | |
| 3 | To consider and approve the resolution in relation to the proposed capital contribution to Chinalco Capital Holdings Co., Ltd.* (中鋁資本控股有限公司) by the Company by way of injecting the equity interests in ABC-CA Fund Co., Ltd.* (農銀匯理基金有限公司) held by the Company and cash; | | | |
| 4 | To consider and approve the resolution in relation to the proposed transfer of all equity interests in China Aluminum Nanhai Alloy Co., Ltd.* (中鋁南海合金有限公司) held by the Company; | | | |
| 5 | To consider and approve the resolution in relation to the revision of the 2015 annual cap of revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services; | | | |
| 6 | To consider and approve the resolution in relation to the New Finance Lease Framework Agreement entered into by the Company and Chinalco Lease and the proposed caps thereunder; | | | |
| 7 | To consider and approve the resolution in relation to the proposed change of the US auditor by the Company; | | | |

| SPECIAL RESOLUTIONS | | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
|---|--|-------------------------|-----------------------------|-----------------------------|
| 8 | To consider and approve the resolution in relation to the proposed non-public issuance of corporate bonds by the Company; | | | |
| 9 | To consider and approve the resolution in relation to the amendments to the Articles of Association; | | | |
| ORDINARY RESOLUTION (CUMULATIVE VOTING) ^(Note 9) | | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
| 10 | To consider and approve the resolution in relation to the election of Mr. Lie-A-Cheong Tai Chong, David as an independent non-executive Director of the fifth session of the Board of the Company. | | | |

Dated this _____ day of _____ 2015

Signature(s) ^(Note 6): _____

* **Important: You should first review the notice and the circular of the 2015 Second Extraordinary General Meeting of the Company dated 13 November 2015 before appointing a proxy. Unless otherwise specified, words used in this Form of Proxy has the same meaning as defined in the above circular.**

Notes:

- 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).
- Please also insert the type of shares (A Shares or H Shares) to which the proxy form relates.
- 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**.
- If any proxy other than the Chairman of the Meeting is preferred, please 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- 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 RESULTS 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 2015 Second Extraordinary General Meeting other than those referred to in the notice convening the 2015 Second Extraordinary General Meeting.
- 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.
- 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 are 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.
- 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 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 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 Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong within the same period.
- The cumulative voting method shall be adopted for the voting of Resolution No. 11. 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.

* For identification purposes only