

*Important Note: The following is an English translation of the Chinese version of the Detailed Implementation Rules for the Nomination Committee under the Board of Directors of Aluminum Corporation of China Limited (中國鋁業股份有限公司董事會換屆提名委員會工作細則). In case of any discrepancies or inconsistencies, the Chinese version shall always prevail.*

**ALUMINUM CORPORATION OF CHINA LIMITED  
DETAILED IMPLEMENTATION RULES  
FOR THE NOMINATION COMMITTEE  
UNDER THE BOARD OF DIRECTORS**

**CHAPTER I GENERAL PROVISIONS**

- Article 1** For the purpose of improving the Board’s decision-making procedures of Aluminum Corporation of China Limited (hereinafter referred to as the “Company”), improving the Company’s corporate governance structure and fully protecting the legitimate rights and interests of the Company and its shareholders, the Company sets up a Nomination Committee (hereinafter referred to as the “Committee”) under the Board of Directors and hereby formulates these Detailed Implementation Rules (hereinafter referred to as the “Rules”) in accordance with the *Company Law of the People’s Republic of China* (hereinafter referred to as the “*Company Law*”), *Code of Governance for Listed Companies*, rules governing the listing of shares or securities on the stock exchanges (including Shanghai Stock Exchange, The Stock Exchange of Hong Kong Limited and New York Stock Exchange) where the shares of the Company are listed (hereinafter referred to as the “Relevant Listing Rules”) and other laws, regulations, normative documents as well as relevant provisions under the *Articles of Association of the Company* (hereinafter referred to as the “*Articles of Association*”) and *Rules of Procedures for the Board of Directors of the Company*.
- Article 2** The Nomination Committee is a special operating mechanism set up by the Board of Directors; it is mainly responsible for providing advices and putting forward suggestions for relevant decisions made by the Board of Directors and reporting to the Board of Directors.
- Article 3** The Detailed Implementation Rules are applicable to relevant personnel and departments involved in these rules.

## CHAPTER II COMMITTEE COMPOSITION

### Article 4

The Nomination Committee consists of five directors, and the majority of them shall be independent non-executive directors. Members of the Nomination Committee shall be nominated by Chairman of the Board of Directors or more than one third of all directors and be elected or removed by the Board of Directors with the affirmative voting of more than 50 percent of all directors.

### Article 5

The Nomination Committee has one Director, who shall be the Chairman of the Board of Directors or an independent non-executive director and be elected or removed by the Board of Directors. The Director of the Nomination Committee shall exercise the following powers:

- (1) to be responsible for chairing the Committee's work and ensuring the Committee's effective operation and performance of duties;
- (2) to convene and preside over the meetings of the Committee;
- (3) to urge and check the implementation of the Committee's work and resolutions;
- (4) to sign relevant documents of the Committee;
- (5) to report the Committee's work to the Board of Directors;
- (6) to ensure that the Committee has a clear and specific conclusion on each motion under discussion;
- (7) other duties required to be fulfilled by the Board of Directors.

**Article 6** The term of office of the Nomination Committee is the same as that of the Board of Directors, the terms of office of the Committee's members is the same as that of the directors. Members may be reelected when their terms of office expire. Where any member does not serve as director of the Company during his or her term of office, he or she shall be disqualified as a member automatically, and his or her vacancy shall be filled by the Board of Directors according to the provisions in the above Article 4.

A committee member may not be removed without cause before the expiration of his or her term, unless there is any circumstance that the committee member shall not be in office in accordance with the laws, regulations, the *Articles of Association* or the provisions in these Rules.

**Article 7** Committee members may tender their resignations to the Board of Directors before the expiration of their terms of office. To resign, a committee member shall submit a written resignation to the Board of Directors and describe the reasons for his/her resignation and matters needed to be concerned by the Board of Directors therein.

**Article 8** The committee members may be adjusted with their terms of office if proposed by the Chairman of the Board of Directors or more than one third of all directors and adopted by the Board of Directors via voting.

**Article 9** If the number of the committee members falls below the statutory minimum, the Board of Directors shall supplement the number of members in accordance with the provisions in these Rules.

### CHAPTER III TERMS OF REFERENCE

#### Article 10

The major terms of reference of the Nomination Committee are as follows:

- (1) to review the structure, number of members and composition (including their professional competence, knowledge and experience) of the Board of Directors at least once every year, and put forward suggestions to Board of Directors on any proposed change of the Board of Directors cooperating with the Company strategies. When reviewing the size and composition of the Board of Directors and looking for and recommending candidates for directors, the Committee shall, taking into account the business mode and specific needs of the Company, consider diversifying the Board of Directors from a number of aspects, including but not limited to gender, age, cultural and educational background, profession or other experience, skills and knowledge;
- (2) to study the selection criteria and procedures for directors, senior management staff, and members of various professional committees under the Board of Directors, and put forward suggestions to the Board of Directors;
- (3) to examine the candidates for directors, senior management staff and members of various professional committees under the Board of Directors, and put forward opinions and suggestions to the Board of Directors;
- (4) to put forward suggestions to the Board of Directors on the appointment or reappointment of directors, senior management staff and members of various professional committees under the Board of Directors and the succession plan for directors (especially Chairman of the Board of Directors), senior management staff and members of various professional committees under the Board of Directors;

- (5) to assess the independence of independent non-executive directors;
- (6) to report the decisions or suggestions made by the Committee to the Board of Directors, unless there is any circumstance that such report is limited by laws or regulatory restrictions;
- (7) other terms of reference empowered by the Board of Directors;
- (8) relevant requirements about the Committee's term of reference that is amended from time to time in accordance with the Listing Rules of the place where other companies' stock is listed.

**Article 11** The candidates for the Company's directors nominated by the Nomination Committee must be submitted to the Board of Directors for approval and adopted by the Shareholders' General Meeting through deliberation before appointment; the candidates for the Company's senior management staff and the professional members of various committees under the Board of Directors nominated by the Nomination Committee must be reported to the Board of Directors for approval before appointment.

**Article 12** The Nomination Committee shall be given adequate resources to fulfill its responsibilities. If it is necessary for the Nomination Committee to seek independent professional advice for performing its duties, the related costs shall be borne by the Company.

**Article 13** The Nomination Committee shall report the working situation of last year to the Board of Directors at the first regular meeting of the Board of Directors of each year.

**Article 14** The Nomination Committee shall exercise its powers in accordance with relevant provisions in the *Company Law*, the *Articles of Association* and these Rules and shall not infringe the interests of the Company and shareholders.

## CHAPTER IV WORKING PROCEDURES

**Article 15** The Company's HR Department is the administrative body of the Nomination Committee providing integrated services to the Nomination Committee, which is responsible for the Nomination Committee's daily liaison work, meeting organization and other matters; the Secretary to the Board of Directors and other relevant departments of the Company shall provide support and necessary materials to the daily operation of the Nomination Committee.

**Article 16** The general selection procedures for the Company's directors and senior management staff:

- (1) the Nomination Committee shall make comprehensive assessment and analysis of the Company's existing directors and senior management staff, raise the requirement recommendations and form the job description in accordance with the Company's development needs;
- (2) the Nomination Committee may seek appropriate candidates for directors and senior management staff in a broad scope according to the requirements of the position;
- (3) the Nomination Committee shall collect the information about the candidates, such as their occupation, education background, professional titles, detailed working experience and part-time work, and form writing materials;
- (4) the Nomination Committee shall acquire the consent of the nominated persons on the nomination of directors and senior management staff made by relevant bodies or persons in accordance with the laws, regulations and the provisions of the *Articles of Association*, otherwise they can not be candidates for directors and senior management staff;
- (5) the Nomination Committee shall convene meetings of the Nomination Committee, and to carry out the qualification examination on the candidates according to the appointment conditions for directors and senior management staff;

- (6) the Nomination Committee shall put forward suggestions on the candidates for directors and senior management staff and provide relevant materials to the Board of Directors;
- (7) the Nomination Committee shall do other follow-up work according to the decisions and feedback opinions of the Board of Directors.

**Article 17**

In case that the Nomination Committee's term of reference is involving the motions of the regular meetings or the extraordinary meetings of the Company's Board of Directors, the Secretary to the Board of Directors shall submit the motions within the Nomination Committee's term of reference to the Director of the Nomination Committee for review as soon as possible after collecting relevant motions and materials. After receiving relevant motion materials, the Director of the Nomination Committee shall convene the meeting of the Nomination Committee in advance to review and discuss the relevant matter combining with the scheduling of meeting of the Board of Directors, and provide suggestions for the Board of Directors to make decisions.

**Article 18**

In accordance with the materials submitted by relevant department, the Nomination Committee shall convene the meeting and form the clear conclusions after discussion, including passing, rejecting or supplementing materials for discussion again.

**Article 19**

If the matters discussed at the meeting of the Nomination Committee are involving the motions further submitted to the Company's Board of Directors, the Director of the Nomination Committee shall report the Nomination Committee's deliberations conclusion and opinions to all members of the Board of Directors at the meeting of the Board of Directors according to the meeting minutes of the Committee.

**Article 20**

The Director of the Nomination Committee must attend the Annual General Meeting at the invitation of the Chairman of the Board of Directors and answer the shareholders' questions. In case the Director of the Nomination Committee is absent, he or she may appoint another member or an authorized representative to attend the meeting on behalf of him or her.

## CHAPTER V COMMITTEE MEETING

- Article 21** The Nomination Committee shall convene a regular meeting annually to review the structure, number of members and composition of the Board of Directors at least once every year, and put forward suggestions to the Board of Directors. The meeting of Nomination Committee shall be convened and presided over by the Director of Nomination Committee; in case the Director of Nomination Committee is unable to convene and preside over the meeting, he or she may designate a member to convene and preside over the meeting.
- Article 22** In case of one of the following circumstances, the Director of Nomination Committee shall issue the notice for extraordinary meeting within 3 days after the circumstance is occurred:
- (1) it is proposed by the Board of Directors;
  - (2) it is proposed by the Director of Nomination Committee;
  - (3) it is proposed by more than two members of the Nomination Committee;
  - (4) it is proposed by the Chairman of the Board of Directors.
- Article 23** In case that the Nomination Committee will convene the regular meeting or extraordinary meeting, the HR Department shall serve the written meeting notice to all members of Nomination Committee and relevant personnel attended the meeting upon invitation 7 days before the convening of regular meeting or 3 days before the convening of extraordinary meeting respectively. The contents of the meeting notice shall at least include the method, time and place to convene the meeting, meeting agenda, meeting topic and relevant materials, meeting receipt, letter of authorization and the time to issue the notice. However, all members may unanimously agree to be exempted from the aforementioned notice time and procedural requirements. The Nomination Committee shall promptly inform the Secretary to the Board of Directors upon convening the meeting.

**Article 24** Upon receiving the meeting notice, the member of Nomination Committee shall make confirmation and make feedback about relevant information (including but not limited to whether to attend the meeting, scheduling, etc.) promptly in an appropriate manner.

**Article 25** The members of Nomination Committee shall attend the meeting in person (including attending the meeting via telephone, video). If any member fails to attend the meeting in person, the member may submit the power of attorney signed by the member and appoint other member of the Nomination Committee to attend the meeting and express views. The power of attorney shall expressly specify the scope and term of authorization. Any member of Nomination Committee shall not accept the appointment of more than two members simultaneously.

The member attending the meeting on behalf of the absent member shall exercise the member's rights to the extent authorized. In case any member fails to attend the meeting of Nomination Committee in person, and fails to appoint other member of Nomination Committee to exercise the rights on behalf of him or her, it shall be regarded as a waiver of rights.

**Article 26** If a member of Nomination Committee fails to personally attend the meetings and to appoint another member to attend the meetings on his or her behalf on two consecutive occasions, he or she shall be deemed as unable to perform his or her duties. The Nomination Committee shall propose to the Board of Directors that he or she be replaced.

**Article 27** Meetings of the Nomination Committee may be held only if more than half of the members attend.

**Article 28** Meetings of Nomination Committee shall study and discuss on the matters under deliberation; the members of Nomination Committee shall express views clearly, independently and fully express their views according to their own judgments. The views of members shall be recorded in the meeting minute.

**Article 29**

On the basis of fully study and discussion, the Director of Nomination Committee shall summarize and form the audit opinions on the matters under the deliberation of the Nomination Committee according to the meeting discussion and members' views; the members of Nomination Committee shall vote for the matters under deliberation and the audit opinions by hand or ballot. Each member shall have one vote. The audit opinions on the matters under the deliberation at the meeting of Nomination Committee must be adopted by more than half of all members with the affirmative voting and signed by all members. The members who vote against such resolution have the right to list their objections in the audit opinions of the Nomination Committee.

In case more than half of all members are unable to make discussion or judgment because of the information or data required is insufficient, the Nomination Committee has the right to require deliberation after relevant information or data has been supplemented.

In addition to the above circumstances, the Nomination Committee shall expressly agree or disagree with the matters under deliberation.

**Article 30**

The meeting of Nomination Committee generally shall be held on site. In special cases, under the premise of guaranteeing that the members may fully express their views, the meeting may be convened by various forms of communication with the consent of the Director of Nomination Committee. As for the meetings held by various forms of communication, the members of Nomination Committee may submit the written opinions on the matters under deliberation to the Board of Directors with the time limit stipulated in the meeting notice. The matters under the deliberation of the meetings of Nomination Committee held by various forms of communication must be adopted by more than half of all members and all members shall sign to confirm the matters.

**Article 31** The Secretary to the Board of Directors shall attend the meetings of Nomination Committee without voting right. Where necessary, the Nomination Committee may invite the Company's other directors, relevant senior management staff, and the officers from the Company's relevant functional department, relevant experts, scholars and intermediary bodies to attend the meeting without voting rights. People who attend the meetings without voting rights shall make explanation and description on relevant matters according to the requirements of the members of Nomination Committee.

**Article 32** If any member of the Nomination Committee has some interests in the matters discussed, the member shall avoid such matters.

**Article 33** The members and other personnel attended the meetings without voting rights shall be obliged to keep confidential secrets of all meeting matters and shall not disclose relevant information without authorization.

#### **CHAPTER VI MEETING MINUTES**

**Article 34** The records shall be kept for the meetings of Nomination Committee. HR Department is responsible for recording the meeting; the meeting records shall include the following contents:

- (1) the method, date and place to convene the meeting and the name of the chairman of the meeting;
- (2) the situation about members who attend the meeting in person, who attend the meeting on behalf of others and who are absent from the meeting;
- (3) the name and title of persons who attend the meeting without voting rights;
- (4) the meeting topics;
- (5) the main points of the speeches of members and relevant personnel who attend the meeting without voting rights;

- (6) the voting results and audit opinions about the matters under the deliberation of the meetings of Nomination Committee;
- (7) the name of the person who keeps record for the meetings.

The members who attend the meeting, the Secretary to the Board of Directors who attends the meeting without voting right and the person who keeps record for the meeting shall sign on the meeting minute.

**Article 35** The audit opinions formed at the meetings of Nomination Committee, meeting records, power of attorney, the written comments of the members and the original copies of other meeting materials shall be kept and managed by HR Department in accordance with relevant provisions; the Secretary to the Board of Directors shall retain the copies of the meeting records, written comments of the members and other documents.

## **CHAPTER VII SUPPLEMENTARY PROVISIONS**

**Article 36** The senior management staff in these Rules includes but not limited to President, Senior Vice President, Vice President, Financial Controller and Secretary to the Board of Directors of the Company and so forth.

**Article 37** These Rules shall be effective from the date when it is adopted by a resolution of the Board of Directors of the Company.

**Article 38** The current valid provisions of relevant laws and regulations, normative documents, the Listing Rules where the shares of the Company are listed and the *Articles of Association* shall apply to the matters not covered in these Rules.

**Article 39** The right to interpret and amend these Rules shall belong to the Board of Directors.