



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 2018 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON MONDAY, 17 SEPTEMBER 2018**

| | |
|---|--|
| No. of shares to which this Form of Proxy relates <i>(Note 1)</i> | |
| Type of shares (A Shares or H Shares) to which this 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 and vote for me/us and on my/our behalf at the 2018 First 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 Monday, 17 September 2018 as hereunder indicated in respect of the resolutions set out in the Notice of 2018 First Extraordinary General Meeting, and, if no such indication is given, as my/our proxy thinks fit.

| SPECIAL RESOLUTIONS | | For <i>(Note 5)</i> | Against <i>(Note 5)</i> | Abstain <i>(Note 5)</i> |
|---------------------|--|---------------------|-------------------------|-------------------------|
| 1. | To consider the resolution in relation to the Company's eligibility for the assets acquisition by issuance of shares. | | | |
| 2. | To consider the resolution in relation to the assets acquisition by issuance of shares by the Company constituting a related-party transaction. | | | |
| 3. | To consider the resolution in relation to the assets acquisition by issuance of shares by the Company and the related-party transaction plan (items under this resolution shall be considered separately). | | | |
| 3.1 | Type and nominal value of the shares to be issued; | | | |
| 3.2 | Method of issue; | | | |
| 3.3 | Target assets; | | | |
| 3.4 | Pricing principles and transaction price; | | | |
| 3.5 | Payment of consideration; | | | |
| 3.6 | Basis of pricing, pricing benchmark date and issue price of shares to be issued; | | | |
| 3.7 | Targets of the issuance and number of shares to be issued; | | | |
| 3.8 | Lock-up period arrangement; | | | |
| 3.9 | Profit and loss arrangement in the transitional period; | | | |
| 3.10 | Arrangement relating to the accumulated undistributed profits; | | | |
| 3.11 | Place of listing; | | | |
| 3.12 | Validity period of the resolution. | | | |

| SPECIAL RESOLUTIONS | | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
|---------------------|---|-------------------------|-----------------------------|-----------------------------|
| 4. | To consider the resolution in relation to the “Report on the Assets Acquisition by Issuance of Shares and Related-Party Transaction of Aluminum Corporation of China Limited* (Draft)” and its summary. | | | |
| 5. | To consider the resolution in relation to the signing of the Equity Acquisition Agreements and the Equity Acquisition Supplemental Agreements. | | | |
| 6. | To consider the resolution that the assets acquisition by issuance of shares does not constitute a material asset restructuring and restructuring for listing. | | | |
| 7. | To consider the resolution in relation to the independence of the valuer, the reasonableness of valuation assumptions, the relevance between valuation methods and valuation purpose, and the fairness of pricing of the valuation. | | | |
| 8. | To consider the resolution in relation to the confirmation on the financial reports and asset valuation reports on the assets acquisition by issuance of shares. | | | |
| 9. | To consider the resolution in relation to the grant of authorization to the Board of the Company and its authorized persons at the general meeting to deal with matters relating to the assets acquisition by issuance of shares. | | | |

Dated this _____ day of _____ 2018

Signature(s) ^(Note 6): _____

* **Important: You should first review the notice and the circular of the 2018 First Extraordinary General Meeting of the Company dated 31 July 2018 and the supplemental circular to be despatched to the shareholders by the Company on or before 31 August 2018 before appointing a proxy. Unless otherwise specified, terms used in this Form of Proxy shall have the same meanings as defined in the abovementioned 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 share capital of the Company registered in your name(s).
- Please also insert the type of shares (A Shares or H Shares) to which the form of proxy 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 INITIALED 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 POLL 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 interim resolutions properly put to the 2018 First Extraordinary General Meeting other than that referred to in the notice of the 2018 First 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 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 for the holding of the Meeting. In order to be valid, for H Shareholders the above document must be delivered to Hong Kong Registrars Limited on 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong within the same period.

* For identification purposes only