

ALUMINUM CORPORATION OF CHINA LIMITED
(THE “COMPANY”)
TERMS OF REFERENCE OF THE NOMINATION
COMMITTEE (THE “COMMITTEE”)

1. ROLES AND FUNCTIONS

The Committee is a special working body established by a resolution of the Board of Directors, which is accountable to the Board of Directors and reports to the Board of Directors. The main functions of the Committee include: studying the criteria, procedures and methods for selecting candidates for directors and senior management members; reviewing the appointment qualifications and requirements of candidates for director and senior management members, and putting forward suggestions to the Board of Directors for nomination and selection; putting forward advices and recommendations on optimising the personnel structure of the Board of Directors and diversifying the Board of Directors for the Board of Directors’ references to make decisions.

2. COMMITTEE COMPOSITION

2.1 The Committee consists of five directors, and the majority of them shall be independent directors. At least one director of a different gender shall be appointed to the Committee. Members of the 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.

2.2 The Committee has one chairman, who shall be an independent director and be elected or removed by the Board of Directors. The chairman of the 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 proposal under discussion;

(7) other duties required to be fulfilled by the Board of Directors.

3. TERMS OF REFERENCE OF THE COMMITTEE

- 3.1 The Committee shall 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 according to 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.
- 3.2 The Committee is responsible for studying the selection criteria and procedures for directors, senior management members, and members of various professional committees under the Board of Directors, and put forward suggestions to the Board of Directors.
- 3.3 The Committee examines the candidates for directors, senior management members and members of various professional committees under the Board of Directors, and put forward opinions and suggestions to the Board of Directors.
- 3.4 The Committee puts forward suggestions to the Board of Directors on the appointment or reappointment of directors, senior management members 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 members (especially the general manager) and members of various professional committees under the Board of Directors.
- 3.5 The Committee is responsible for assessing the independence of independent directors.
- 3.6 The candidates for the Company's directors nominated by the Committee must be submitted to the Board of Directors for approval and considered and adopted by the Shareholders' Meeting before appointment; the candidates for the Company's senior management members and the members of various professional committees under the Board of Directors nominated by the Committee must be submitted to the Board of Directors for approval before appointment.

3.7 The general selection procedures for the Company's directors and senior management members:

- (1) the Committee shall make comprehensive assessment and analysis of the Company's existing directors and senior management members, raise the requirement recommendations and form the job description in accordance with the Company's development needs;
- (2) the Committee may seek appropriate candidates for directors and senior management members in a broad scope according to the requirements of the position;
- (3) the 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 Committee shall acquire the consent of the nominated persons on the nomination of directors and senior management members 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 members;
- (5) the 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 members;
- (6) the Committee shall put forward suggestions on the candidates for directors and senior management members and provide relevant materials to the Board of Directors;
- (7) the Committee shall do other follow-up work according to the decisions and feedback opinions of the Board of Directors.

3.8 The Committee shall assist the Board of Directors in maintaining a board skills matrix, support the Company in evaluating the performance of the Board of Directors on a regular basis (at least every two years) and annually assess each director's time commitment and contribution to the Board of Directors, as well as the director's ability to discharge his/her responsibilities effectively.

4. COMMITTEE MEETING

- 4.1 The Committee shall convene at least one regular meeting annually, which shall be convened and presided over by the chairman of the Committee; in case the chairman of the Committee is unable to convene and preside over the meeting, he or she may designate a member, who shall be an independent director, to convene and preside over the meeting. Meetings of the Committee may be held only if more than half of the members (including any member who entrusts other member(s) in writing to attend the meetings on his/her behalf) attend.
- 4.2 The Committee may convene extraordinary meeting. In case of one of the following circumstances, the notice for extraordinary meeting shall be issued within 3 days after the circumstance has occurred:
- (1) it is proposed by the Board of Directors;
 - (2) it is proposed by the chairman of the Committee;
 - (3) it is proposed by two or more members of the Committee;
 - (4) it is proposed by the Chairman of the Board of Directors.
- 4.3 Where necessary, the Company's other directors, relevant senior management members, staff of relevant functional departments of the Company as well as relevant experts, scholars and staff of intermediaries may be invited to sit in the Committee meeting. People who sit in the meeting shall make explanation and description on relevant matters according to the requirements of the members of the Committee.
- 4.4 The working body of the Committee is responsible for taking minutes of the meetings of the Committee, which should be signed by members and minutes taker attending the meetings.
- 4.5 The review opinions formed at the meetings of the Committee, meeting minutes, power of attorney, the written comments of the members and the original copies of other meeting materials shall be kept and managed by the working body of the Committee in accordance with relevant provisions; the securities affairs management department shall retain the copies of the review opinions, meeting minutes, written comments of the members and other documents. The relevant documents shall be kept for at least 10 years.

5. REPORTING SYSTEM

- 5.1 The Committee shall report to the Board of Directors on the resolutions or recommendations made, except when no relevant reporting can be made due to legal or regulatory restrictions.
- 5.2 The 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.
- 5.3 The chairman of the Committee shall attend the Annual Shareholders' Meeting at the invitation of the Chairman of the Board of Directors and answer the shareholders' questions. In case the chairman of the Committee is absent, another member may attend the meeting.

6. MISCELLANEOUS

- 6.1 The Committee shall set up a working body to provide daily liaison and meeting organization services for the Committee and to report to the Committee on its work.
- 6.2 The Committee shall be provided with sufficient resources to perform its duties and shall have the right to request the Board of Directors and senior management staff of the Company to provide adequate support to the work of the Committee.
- 6.3 The Committee may seek advice from independent professional organisations or persons when it deems necessary, and the relevant costs incurred shall be borne by the Company.

Note: Senior management includes, but not limited to, the Company's general manager, deputy general manager, chief financial officer, secretary to the Board of Directors and general counsel.