

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

1. ROLE 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: formulating and reviewing the remuneration policy and structure of directors and senior management members; proposing the assessment criteria and procedures of directors and senior management members of the Company; supervising the implementation of the Company’s remuneration policy and putting forward advices and recommendations for the Board of Directors’ references to make decisions.

2. COMMITTEE COMPOSITION

2.1 The Committee consists of three directors, and the majority of them shall be independent directors. 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 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 puts forward suggestions to the Board of Director on the remuneration policy and structure of directors and senior management members and the establishment of a formal and transparent procedure for formulating the remuneration policy.
- 3.2 The Committee reviews and approves the package proposal of the management by reference to the policies and objectives set up by the Board of Directors.
- 3.3 The Committee is responsible for proposing the remuneration management methods and the remuneration package proposal of individual directors and senior management members and putting forward suggestions to the Board of Directors on them; the remuneration package includes the non-monetary benefits, pension rights and compensation amount (including the compensation for the loss or termination of office or appointment).
- 3.4 When proposing the remuneration package proposal of directors and senior management members, the remuneration paid by comparable companies, the time spent and the responsibilities assumed by directors and senior management members, as well as the employment conditions of other positions in the Group shall be taken into consideration.
- 3.5 The Committee reviews and approves the compensation that must be paid to executive directors, employee directors and senior management members because of the loss or termination of office or appointment, ensuring that such compensation is consistent with the relevant terms of the contract; if the compensation is not consistent with the relevant terms of the contract, such compensation shall be fair and reasonable, and shall not be excessive.

- 3.6 The Committee supervises the implementation of the Company's remuneration systems.
- 3.7 The Committee is responsible for proposing the performance assessment methods, performance evaluation procedures and incentives & disincentives methods of the senior management members, and putting forward suggestions to the Board of Directors.
- 3.8 The Committee is responsible for reviewing the performance of duties of senior management members and make performance evaluation.
- 3.9 The Committee reviews the Company's appraisal system and supervises the implementation of the Company's appraisal system.
- 3.10 The Committee shall ensure that any director or his or her any associate does not involve in determining his or her own remuneration.
- 3.11 The Committee reviews and/or approves the development or change of equity incentive schemes, employee stock ownership plans, and conditions for incentive participants to be granted with and exercise interests, and puts forward suggestions to the Board of Directors.
- 3.12 The Committee puts forward suggestions to the Board of Directors regarding the arrangement of stock ownership plans of directors and senior management members for subsidiaries to be spun off.
- 3.13 The remuneration plan of directors proposed by the Committee must be submitted to the Board of Directors for approval and considered and adopted by the Shareholders' Meeting before implementation; the remuneration plan of the Company's senior management members must be submitted to the Board of Directors for approval.

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 (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 members 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.