



CHINALCO-CMC

**Chinalco Mining Corporation International**  
**中鋁礦業國際**

(incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 3668)

**FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING**  
**TO BE HELD ON 17 JUNE 2016**

I/We (Name) \_\_\_\_\_  
of (Note 1) \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of US\$0.04 each in the capital of Chinalco Mining Corporation International (the "Company") hereby appoint (Note 3) \_\_\_\_\_  
of (Note 3) \_\_\_\_\_

or failing him/her, the chairman of the Annual General Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting to be held at Room 2901, Chinalco Mansion, No. 62 North Xizhimen Street, Beijing (Postcode: 100082), PRC on Friday, 17 June 2016 at 9:00 a.m. (the "Annual General Meeting"), and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the Annual General Meeting and to vote on any matters properly put to the Annual General Meeting in such manner as he/she thinks fit.

Ordinary Resolutions (Note 4)		For (Note 5)	Against (Note 5)
1.	To receive and adopt the audited consolidated financial statements of the Company and the report of the directors and the report of the auditor of the Company for the year ended 31 December 2015.		
2.	(A) To re-elect the following retiring directors of the Company who are standing for re-election at the Annual General Meeting.		
	(i) Mr. Liu Jianping		
	(ii) Mr. Luan Shuwei		
	(iii) Dr. Liu Hongjun		
	(iv) Dr. Wang Dongbo		
	(v) Mr. Liu Yuewei		
	(vi) Mr. Jin Yanbing		
	(vii) Mr. Scott McKee Hand		
(B) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.			
3.	To re-appoint Ernst & Young as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix its remuneration for the year ending 31 December 2016.		
4.	(A) To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the number of issued shares of the Company (the "Issue Mandate").		
	(B) To give a general mandate to the Directors to repurchase shares not exceeding 10% of the number of issued shares of the Company.		
	(C) To extend the Issue Mandate by the number of shares repurchased by the Company.		

Dated this \_\_\_\_\_ Day of \_\_\_\_\_, 2016 Shareholder's signature(s) (Note 6) \_\_\_\_\_

Notes:

- Full name(s) and address(es) shall be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) of the proxy desired shall be inserted in BLOCK CAPITALS. If not completed, the chairman of the Annual General Meeting will act as your proxy. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy or, if you are holding more than one share, proxies to attend instead of you and to vote on your behalf on a poll. As a matter of law, you have the right to appoint separate proxies to represent respectively such number of the shares you hold as you may specify in this proxy form. You are entitled to appoint a proxy of your own choice.
- The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the notice of the Annual General Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against". Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting (including amendments to resolutions which may be properly put to the meeting).
- The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders of any share, any one of such persons may vote at the above Annual General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the Annual General Meeting (or any adjourned meeting thereof). The completion and deposit of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.