



CHINALCO-CMC

Chinalco Mining Corporation International

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3668)

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. FSD 223 of 2016

IN THE MATTER OF CHINALCO MINING CORPORATION INTERNATIONAL

AND

IN THE MATTER OF SECTION 86 OF THE COMPANIES LAW, CAP. 22

(LAW 3 OF 1961) AS CONSOLIDATED AND REVISED OF

THE CAYMAN ISLANDS

FORM OF PROXY

**FOR USE AT THE COURT MEETING CONVENED AT THE DIRECTION OF THE
GRAND COURT**

TO BE HELD AT 10:00 A.M. ON 3 MARCH 2017

(OR AT ANY ADJOURNMENT THEREOF)

For use at the Court Meeting (or at any adjournment thereof) of the holders of ordinary shares of US\$0.04 each in the capital of Chinalco Mining Corporation International (the “Company”)

I/We¹ _____

of _____

being the registered holder(s) of² _____ shares of US\$0.04 each in the capital of the Company

HEREBY APPOINT the Chairman of the Court Meeting or³ _____

of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting of the holders of ordinary shares of US\$0.04 each in the Company other than the Offeror (as defined in the Scheme hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 3 March 2017 at 10:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement dated 3 February 2017 (the “Scheme”) between the Company and the holders of ordinary shares of US\$0.04 each in the Company other than the Offeror as referred to in the notice dated 3 February 2017 convening the Court Meeting, and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme ⁴	AGAINST the Scheme ⁴

Dated this _____ day of _____ 2017

Signature(s)⁵ _____

Contact Phone Number _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of the shares of US\$0.04 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Court Meeting is preferred, please strike out the words “the Chairman of the Court Meeting or” and insert the name and address of the proxy desired in the space provided. You are entitled to appoint one or more proxies to attend and vote in your stead. Your proxy need not be a member of the Company, but must attend the Court Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE BOX MARKED “FOR the Scheme”. IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE BOX MARKED “AGAINST the Scheme”.** Failure to complete either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than that referred to in the Notice convening the Court Meeting or abstain.
5. This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, should be lodged with the branch share registrar of the Company in Hong Kong at Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Court Meeting. However, if this form of proxy is not so lodged, it may be handed to the Chairman of the Court Meeting at the Court Meeting, who shall have absolute discretion as to whether or not to accept it. Completion and delivery of this form of proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting if you so wish, but in the event of your attending the Court Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
7. Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the Court Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto. But if more than one of such joint holders are present at the Court Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.