

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 THE EXTRAORDINARY GENERAL MEETING ON 3 MARCH 2017 (OR AT ANY ADJOURNMENT THEREOF)

each in	e at the Extraordinary General Meeting (or at any adjournment thereof) of the n the capital of Chinalco Mining Corporation International (the "Company")	holders of ordinary	shares of US\$0.04
I/We ¹			
of	2		
of US	the registered holder(s) of	of the Extraordinar	y General Meeting
shares Conrac soon t conver adjour set ou Genera	Your proxy to attend and act for me/us and on my/our behalf at the Extraordin of US\$0.04 each in the capital of the Company (or at any adjournment thereof d Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 3 March 2017 a hereafter as the Court Meeting of certain holders of the shares of US\$0.04 ned at direction of the Grand Court of the Cayman Islands for the same day a ned), for the purpose of considering and, if thought fit, passing the Special Fit in the notice dated 3 February 2017 convening the Extraordinary General Meeting to vote for me/us and in my/our name(s) in respect of the attions as hereunder indicated, and if no such indication is given, as my/our processing the such as the	of) to be held at Boy at 10:30 a.m. (Hong 4 each in the capit and place shall have Resolution and Ordi al Meeting and at Special Resolution	wen Room, Level 7, g Kong time) (or as al of the Company be been concluded or nary Resolutions as such Extraordinary
	SPECIAL RESOLUTION	FOR ⁴	AGAINST ⁴
1.	To approve the capital reduction for the purpose of giving effect to the Scheme		
	ORDINARY RESOLUTIONS		
1.	To approve the increase in the issued share capital of the Company, and authorise any one of the directors of the Company to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme and to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company		
2.	To approve the Spot Sales Mechanism		
3.	To approve the proposed Equity Transfer contemplated under the non-binding heads of agreement dated 28 October 2016		
Dated	is day of 2017 Signature(s) ⁵ Contact Phone Number		

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint holders should be stated. 1
- 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).
- If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, please strike out the words "the Chairman of the Extraordinary General 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 Extraordinary General Meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE ALL OF YOUR SHARES FOR THE SPECIAL/ORDINARY RESOLUTION(S), TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE ALL OF YOUR SHARES AGAINST THE SPECIAL/ORDINARY RESOLUTION(S), TICK THE BOX MARKED "AGAINST". Failure to tick either box in relation to both the Special Resolution and the Ordinary Resolutions 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 Extraordinary General Meeting of the than that referred to in the Notice convening the Extraordinary General Meeting or abstain. IF YOU WISH TO VOTE SOME OF YOUR SHARES FOR THE SPECIAL/ORDINARY RESOLUTION(S) AND SOME OF YOUR SHARES AGAINST THE SPECIAL/ORDINARY RESOLUTION(S), PLEASE INSERT IN THE RELEVANT BOX MARKED "FOR" THE NUMBER OF SHARES TO BE VOTED FOR THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE RELEVANT BOX MARKED "AGAINST" THE RELEVANT NUMBER OF SHARES TO BE VOTED AGAINST THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE RELEVANT BOX MARKED "AGAINST" THE RELEVANT NUMBER OF SHARES TO BE VOTED AGAINST THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE RELEVANT BOX MARKED "AGAINST" THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE RELEVANT BOX MARKED "AGAINST" THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE RELEVANT BOX MARKED "AGAINST" THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE RELEVANT BOX MARKED "AGAINST" THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE SPECIAL/ORDINARY RESOLUTION(S), AS APPLICABLE, AND PLEASE INSERT IN THE SPECIAL/ORDINARY RESOLUTION(S). APPLICABLE
- 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.
- 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 of such power or authority, must be deposited 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 Extraordinary General Meeting at which the person named in this form of proxy proposes to vote, and, in default, this form of proxy shall not be treated as valid. Completion and delivery of this form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person at the Extraordinary General Meeting if you so wish, but in the event of your attending the Extraordinary General Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been readed. have been revoked.
- Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the Extraordinary General 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 Extraordinary General 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.