

*Important Note: The following is an English translation of the Chinese version of the Rules of Procedures for the Supervisory Committee of Aluminum Corporation of China Limited (中國鋁業股份有限公司監事會議事規則). In case of any discrepancies or inconsistencies, the Chinese version shall always prevail.*

## ALUMINUM CORPORATION OF CHINA LIMITED

### RULES OF PROCEDURES FOR THE SUPERVISORY COMMITTEE

#### CHAPTER I GENERAL PROVISIONS

- Article 1                    These rules are hereby formulated in accordance with laws, regulations, rules and normative documents such as the Company Law of the People’s Republic of China, CSRC Guidelines for Articles of Association of Chinese Listed Companies, Code of Corporate Governance for Listed Companies in China, the listing rules of shares or securities of the stock exchanges where shares of Aluminum Corporation of China Limited\* (the “**Company**”) are listed (including the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited) (hereafter as “**Relevant Listing Rules**”) and the Articles of Association of Aluminum Corporation of China Limited and other relative provisions (hereinafter referred to as the “**Articles of Association**”), with the purpose of further standardizing the discussing and voting procedures of the Company’s Supervisory Committee, promoting the supervisors and the Supervisory Committee to effectively fulfil their supervisory responsibilities and improving the Company’s corporate governance structure.
- Article 2                    The Supervisory Committee is the Company’s supervisory body, examines the corporate finance in accordance with law, supervises the compliance with laws and regulations during the performance of duties of the Company’s directors and senior management staff, exercises other functions and powers stipulated by laws, regulations, rules, normative documents and the Articles of Association and protects the legitimate rights and interests of the Company and its shareholders.
- Article 3                    Supervisors shall faithfully perform their supervisory duties in accordance with laws, administrative regulations and the Articles of Association.

Article 4                   The reasonable expenses incurred by the Supervisory Committee in the employment of professionals such as lawyers, registered accountants, practicing auditors, etc. in the exercise of its functions and powers and expenses caused by the supervisors attending the meeting of the Supervisory Committee shall be borne by the Company.

## **CHAPTER II   THE POWERS OF THE SUPERVISORY COMMITTEE**

Article 5                   The Supervisory Committee shall be responsible for the Shareholders' Meeting and exercise the following duties in accordance with laws:

- (1) to supervise and review the finance-related affairs of the Company; to examine and submit written opinions on the periodical Company reports prepared by the Board of Directors; and to examine and submit written opinions on the annual social responsibility report of the Company (the Environmental, Social and Governance Report (referred to as ESG Report) under Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited);
- (2) to supervise directors, general manager and senior management personnel when performing their duties; to suggest the removal of directors or senior management personnel who contravene the laws, administrative regulations, the Articles of Association or resolutions of Shareholders' Meetings;
- (3) when an action of a director, a general manager or senior management personnel damages the interests of the Company, it requests that director, general manager or senior management personnel to make corrections and report it to the Shareholders' Meeting or relevant authorities in the PRC if necessary;
- (4) to verify financial information such as financial reports, business reports, profit distribution plans, etc. that the Board of Directors intends to submit to the Shareholders' Meeting and, if in doubt, to be able to appoint, in the name of the Company, a registered accountant or practicing auditor to assist in reviewing such information;

- (5) to investigate in case of abnormal situation of the Company's operation; to hire the accounting firms, law firms and other professional organizations to facilitate their work if necessary;
- (6) to suggest the holding of extraordinary Shareholders' Meetings, and, when the Board of Directors does not lawfully convene or hold Shareholders' Meetings as required by the Company Law, to convene or hold Shareholders' Meetings;
- (7) to put forward proposals at Shareholders' Meetings;
- (8) to suggest the holding of extraordinary meetings of the Board of Directors;
- (9) to negotiate with the directors and senior management staff who have caused losses to the Company by violating laws, administrative regulations or the Articles of Associations while performing their duties on behalf of the Company and to bring lawsuits against them in accordance with laws;
- (10) other functions and powers provided for in the laws, regulations and rules, as well as the Articles of Association or granted by the Shareholders' Meeting.

Article 6                   The Supervisory Committee shall fulfill the supervision functions granted by the Shareholders' Meeting in accordance with the laws, but shall not participate in the Company's decision-making and operational management activities.

Article 7                   The Supervisory Committee shall report the integrity and diligence performance of the Company's directors and senior management staff to the Shareholders' Meeting.

Article 8                   Supervisors may attend meetings of the Board of Directors in a non-voting capacity and raise questions and make suggestions in respect of matters that are the subject of resolutions of the Board of Directors.

Article 9                   The Supervisory Committee shall give advice for the accounting firm engaged by the Company, commission other accounting firms to review the Company's financial condition in the name of the Company if necessary and directly report to the State Council authorities in charge of securities and other relevant departments.

### **CHAPTER III THE COMPOSITION OF THE SUPERVISORY COMMITTEE**

- Article 10           The Supervisory Committee shall consist of five supervisors, including three shareholder representative supervisors and two employee representative supervisors, of which, the number of the employee representative supervisors shall be not less than one-third of the number of supervisors.
- The Supervisory Committee shall have one chairman, whose appointment and dismissal shall be subject to the affirmative vote of at least half of the members of the Supervisory Committee. The chairman of the Supervisory Committee shall organize the performance of the duties of the Supervisory Committee.
- The term of office of a supervisor shall be 3 years. A supervisor may serve consecutive terms if re-elected upon the expiration of his or her term.
- Article 11           The shareholder representative supervisors shall be elected and removed by the Shareholders' Meeting; the employee representative supervisors shall be elected and removed by the employees' democratic election. The list of candidates for the shareholder representative supervisors shall be subject to the resolutions of the Shareholders' Meeting. The candidates for the shareholder representative supervisors shall be nominated by the Board of Directors, the Supervisory Committee and a shareholder alone or shareholders together holding at least 1 percent of the Company's shares, and shall be elected and removed by the Shareholders' Meeting of the Company.
- Article 12           Supervisors shall also have the professional knowledge and work experience in terms of the laws, finance, accounting, audit and capital operation, a familiar understanding of the Company's operation and management as well as rules and regulations, in addition to the qualifications stipulated in the Company Law and other laws and regulations and the Articles of Association.
- Article 13           The Company's Directors, General Manager and other senior management staff may not concurrently serve as supervisors.
- Article 14           The Company's Audit Department (Office of the Supervisory Committee) is the administrative body of the Supervisory Committee that is responsible for handling the daily affairs of the Supervisory Committee.

## **CHAPTER IV PREPARATION OF THE MEETINGS OF THE SUPERVISORY COMMITTEE**

### **Article 15**

The meetings of the Supervisory Committee consist of the regular meeting and the extraordinary meeting. The regular meetings of the Supervisory Committee shall be held at least four times every year, mainly for the purposes of considering the Company's annual report, interim report, quarterly report and annual work report of the Supervisory Committee. In case of one of the following circumstances, the Supervisory Committee shall convene the extraordinary meeting within 10 days:

- (1) it is proposed by any supervisor;
- (2) the accounting reports, business reports, profit distribution and other financial information proposed to be submitted to the Shareholders' Meeting by the Board of Directors shall be reviewed; or there is any concern about the abovementioned information;
- (3) the Supervisory Committee has received significant reporting matters;
- (4) the Shareholders' Meeting and the meeting of the Board of Directors have passed the resolutions that are violating the provisions of the laws, regulations, various rules of regulatory authorities, the Articles of Association, the resolutions of the Company's Shareholders' Meeting and other relevant rules;
- (5) the misconduct of the directors and senior management staff of the Company may cause significant harm to the Company or adverse impact on the market;

- (6) the Company, directors, supervisors and senior management staff are sued by the shareholders;
- (7) the Company, directors, supervisors and senior management staff are punished by the securities regulatory authorities, or publicly condemned by the stock exchange of the place where the Company's stock is listed;
- (8) it is proposed to negotiate with the directors on behalf of the Company or bring lawsuit against the directors;
- (9) it is proposed to be convened by the securities regulatory authorities;
- (10) other circumstances stipulated in laws, administrative regulations, rules, normative documents and Articles of Association.

Article 16

If the meetings of the Supervisory Committee fail to be convened on time for some reasons, the written description shall be delivered to the dispatched office of China Securities Regulatory Commission (or the governmental regulatory agencies); the contents of the written description shall be announced.

Article 17

The materials for the meetings of the Supervisory Committee shall be prepared by the personnel designated by the administrative body. The topics of the meetings of the Supervisory Committee include the motions to be discussed by the Supervisory Committee in accordance with the Company's Articles of Association and the motions proposed by people who have the right to make proposals. The designated personnel must deliver the meeting materials to the supervisors for review by fax, mail, email or by hand before the meeting of the Supervisory Committee is convened. In case of special circumstances, it shall be explained in advance. If the supervisors believe that the information cannot meet the requirements, the supplementary materials may be requested.

Article 18

If the supervisor proposes to convene the extraordinary meeting of the Supervisory Committee, a written proposal signed by the relevant supervisor(s) shall be submitted to the Chairman of the Supervisory Committee through the administrative body of the Supervisory Committee or directly. The written proposal shall contain the following items:

- (1) the name of the relevant supervisor(s);
- (2) the reasons for proposal and the objective facts that the proposal is based on;
- (3) the proposed time or time limit, place and manner to convene the meeting;
- (4) the clear and specific proposal;
- (5) the contact information of the relevant supervisor(s) and proposed date and so on.

The administrative body of the Supervisory Committee shall issue the notice to convene the extraordinary meeting of the Supervisory Committee within three days after the administrative body of the Supervisory Committee or the Chairman of the Supervisory Committee receives the written proposal of the supervisors. If the administrative body of the Supervisory Committee is negligent in issuing the meeting notice, the supervisors who make the proposal shall promptly report to regulatory agencies.

Article 19

The meetings of the Supervisory Committee shall be convened and presided over by the Chairman of the Supervisory Committee. If the Chairman of the Supervisory Committee is unable or fails to perform these duties, a supervisor elected by at least one half of the supervisors shall convene and presided over the meetings of the Supervisory Committee.

Article 20

Meetings of the Supervisory Committee may be held only if more than half of the supervisors attend. Under the premise of guaranteeing that the supervisors may fully express their views, the voting may be made by fax; the resolutions shall be signed by the participating supervisors and kept by as the records of the meetings of the Supervisory Committee.

Article 21

For convening the regular meetings and extraordinary meetings of the Supervisory Committee, the administrative body of the Supervisory Committee shall deliver the written meeting notice to all supervisors by hand, fax, email, express mail, registered mail or by other means 10 days and 5 days, respectively, in advance. Resolutions and relevant materials subject to consideration at the meetings shall be delivered to all supervisors by aforementioned means at least 7 days before the regular meetings and at least 3 days before the extraordinary meetings.

In case of particularly urgent situation that the extraordinary meeting of the Supervisory Committee shall be indeed convened as soon as possible, the notice may be made orally or via telephone (not limited by the abovementioned time limit), but the convener shall make explanations at the meeting.

Article 22

The notice for the meeting of the Board of Directors shall be written in Chinese, including at least the following information:

- (1) date, place, and period of the meeting;
- (2) the matters (proposals) proposed to be reviewed;
- (3) the convener and host of the meeting, the relevant shareholder(s) who propose(s) the extraordinary meeting and the written proposal;
- (4) the contact and the contact information;
- (5) date of issuance of notice.

The oral notice for meeting shall at least include the above items (1) and (2), as well as the explanations for convening the extraordinary meeting of the Supervisory Committee in case of the urgent situation.



## **CHAPTER V CONVENING THE MEETINGS OF THE SUPERVISORY COMMITTEE**

Article 23                   The forms of the meetings of the Supervisory Committee are mainly the on-site meeting, and the conference call, the video conference and the written resolution in lieu of a meeting may be also applicable; the language of the meetings of the Supervisory Committee shall be Chinese.

Article 24                   The meetings of the Supervisory Committee shall be attended by the supervisors in person. If any supervisor is unable to attend the meeting for some reasons, he or she may appoint the Chairman of the Supervisory Committee or other supervisor to attend the meeting on behalf of him or her with a written authorization, which shall specify the scope of authorization and the voting intention.

The participating supervisors must sign on the attendance book. In case of the conference call or video conference and meetings held by other forms of communication, after it is confirmed that the supervisors can communicate with each other, all participating supervisors shall be deemed as participating the meeting in person.

Article 25                   The Chairman of the Supervisory Committee or the host of the meeting may roll call the participating supervisors. When the number of the supervisors (including the supervisors to attend the meeting on behalf of other supervisor with a written authorization) who attend the meeting reaches half of the total supervisors, the meeting shall be announced to be started.

Article 26                   The supervisors who attend the meetings on behalf of others shall exercise the rights of supervisors within the scope of authorization. If any supervisor fails to attend the meetings of the Supervisory Committee or fails to appoint other supervisor to attend the meeting on behalf of him or her, it shall be deemed as that he or she has abandoned the right to vote at that meeting.

If a supervisor fails to personally attend the meetings of the Supervisory Committee and to appoint another supervisor to attend the meetings on his or her behalf on two consecutive occasions, the Shareholders' Meeting or the employee representative meeting shall replace him or her.

Article 27                   Supervisors shall seriously review each motion, make judgments independently, express the clear opinions and assume the corresponding responsibilities.

Article 28 When necessary, the Supervisory Committee may require the Company's relevant directors, senior management staff, internal auditors and external auditors to attend the meetings of the Supervisory Committee and answer relevant questions.

Article 29 The officers from the administrative body of the Supervisory Committee shall make record for the on-site meeting. The supervisors attending the meeting shall have the right to make descriptive records of their speeches at the meeting.

The meeting records may be the sound recording during the whole process of the meeting.

## **CHAPTER VI RESOLUTIONS OF THE SUPERVISORY COMMITTEE**

Article 30 The meetings of the Supervisory Committee adopt the "one person, one vote" voting system. Votes at an on-site meeting of the Supervisory Committee are generally taken by a show of hands. The voting intentions of the supervisors include affirmative voting, negative voting and abstention. The participating supervisors shall choose one of the above three intentions; failing to make choice or choosing more than two intentions simultaneously, the host of the meeting shall have the right to ask relevant supervisors to make choice again; if the supervisors refuse to make choice, it shall be regarded as an abstention; if the supervisors leave the meeting venue during the meeting without making a choice, it shall be regarded as an abstention.

Article 31 The resolutions passed at the Supervisory Committee shall require adoption by more than half of the members of the Supervisory Committee.

Article 32 If the resolutions of the Supervisory Committee violate the laws, administrative regulations and the Guidelines for Articles of Association of Listed Companies or result in economic losses to the Company, the supervisors who are responsible for these resolutions shall assume the corresponding responsibilities in accordance with the laws.

Article 33 The resolutions of the Supervisory Committee shall be implemented by one or several supervisors designated by the Chairman of the Supervisory Committee or the supervisor who exercises the rights of the Chairman of the Supervisory Committee. The Chairman of the Supervisory Committee shall report the implementation of the formed resolutions at the subsequent meetings of the Supervisory Committee.

Article 34 The Supervisory Committee shall implement the provisions about the information disclosure of the regulatory authorities and stock exchange of the place where the Company's stock is listed to timely and accurately disclose all matters or resolutions that must be disclosed by the meetings of the Supervisory Committee.

Article 35 After the motions are reviewed at the meetings of the Supervisory Committee, supervisors who attended the meeting must sign on the meeting minute and resolution.

Article 36 The meeting files of the Supervisory Committee, including the meeting notice, meeting materials, attendance book, meeting recording materials, voting and the meeting records, minutes and resolution announcement signed by the participating supervisors, shall be kept by the special person designated by the Supervisory Committee. The meeting files of the Supervisory Committee shall be kept for at least 10 years.

## **CHAPTER VII SUPPLEMENTARY PROVISIONS**

Article 37 These Rules form an appendix to the Articles of Association, and shall be formulated by and interpreted by the Supervisory Committee of the Company.

Article 38 The matters not covered in these rules shall be handled in accordance with the currently effective laws, administrative regulations, rules, normative documents, the regulatory rules of the place where the Company's stock is listed and the Articles of Association. In case that these rules are conflicted with the laws, administrative regulations, rules, normative documents and the supervisory rules of the place where the Company's stock is listed that are promulgated from time to time, the provisions in the laws, administrative regulations, rules, normative documents and the supervisory rules of the place where the Company's stock is listed shall prevail.

Article 39 These Rules shall come into force from 1 July 2024 upon the approval by a special resolution at the Shareholders' Meeting of the Company.