



中铝国际工程股份有限公司

China Aluminum International Engineering Corporation Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 2068)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING FOR THE YEAR 2014

The number and class of shares relating to this form of proxy^(Note 1)

I/We^(Note 2)

of _____ being the holder of _____ domestic shares/H shares^(Note 3) of China Aluminum International Engineering Corporation Limited (the "Company"), hereby appoint the Chairman of the meeting, or^(Note 4) _____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company ("AGM") to be held at Conference Room 211 of China Aluminum International Engineering Corporation Limited, Block C, Xingshikou Road No. 99, Haidian District, Beijing, the People's Republic of China ("PRC"), at 9:30 a.m., 9 June, 2015 or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of AGM. In the absence of any indication, the proxy may vote at his/her own discretion.

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To approve the of the Board of Directors' for 2014.			
2.	To approve the Board of Supervisors' report for 2014.			
3.	To approve the financial report for 2014.			
4.	To approve the report of financial budget for 2015.			
5.	To approve the profits distribution and dividends distribution plan for 2014, being the proposed distribution of final dividends of RMB1.0 (including tax) in cash for every 10 shares for the year ended 31 December 2014, which amount to RMB266,316,000 in aggregate.			
6.	To approve the remuneration plan for Directors for 2015.			
7.	To approve the remuneration plan for supervisors for 2015.			
8.	To approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Company for 2015 and the re-appointment of PricewaterhouseCoopers as the international auditor of the Company for 2015 for a term of office until the conclusion of the next annual general meeting (AGM) and authorise the Audit Committee under the Board of the Company to approve their audit fees.			
9.	To approve the appointment of a Director.			
Special Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
10.	To grant General Mandates to the Board. Pursuant to such General Mandates, the Board may, independently or simultaneously, allot, issue and deal with additional domestic shares and/or new H shares that shall not exceed 20% of the additional domestic shares and/or 20% of the new H shares issued by the Company at the time of passing such resolutions and authorize the Board to make corresponding amendments to the articles of association of the Company as it thinks fit for allotment, issuance of and dealing with such shares.			

Date: _____ 2015

Signature^(Note 6) : _____

Notes:

Important: You should first review the Company's annual report for 2014 before appointing a proxy. The annual report for 2014 includes the directors' report for 2014, the supervisory board's report for 2014 etc.

- Please insert the number of shares registered in your name(s) relating to this form of proxy. If the number and class are inserted, this form of proxy will be deemed to relate only to those shares. If the number and class are not inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or English) and registered address (es) as shown on the register of members of the Company in **block letters**.
- Please insert the number of shares registered in your name(s) and select the class of shares (delete as appropriate). If no number and class of shares are completed, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting of the Company is preferred, please cross out the words "the Chairman of the meeting, or" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
- Important: If you wish to vote for any resolution, please tick the appropriate box marked "FOR" or insert the relevant number of shares. If you wish to vote against any resolution, please tick the appropriate box marked "AGAINST" or insert the relevant number of shares. If you wish to abstain from voting on any resolution, please tick the appropriate box marked "ABSTAIN" or insert the relevant number of shares. Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If no direction is given, your proxy may vote at his/her own discretion.
- This form of proxy must be signed by you, or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
- In the case of joint holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders are present at the meeting, either personally or by proxy, then the vote of the person, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- If the form of proxy is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The form of proxy and the notarised power of attorney or other authorisation documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17Mth floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for shareholders of H shares of the Company) or the Company's head office in the PRC at Block C, No. 99, Xingshikou Road, Haidian District, Beijing, the PRC (for shareholders of domestic shares of the Company) not less than 24 hours prior to the holding of the AGM.
- The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of identity when attending the AGM.