



中 鋁 國 際 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)

REVISED FORM OF PROXY FOR THE 2017 ANNUAL GENERAL MEETING

The number and class of shares relating to this form of proxy <sup>(Note 1)</sup>	
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I/We<sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the holder of \_\_\_\_\_ domestic shares/H shares<sup>(Note 3)</sup> of China Aluminum International Engineering Corporation Limited (the "Company"), hereby appoint the chairman of the meeting, or<sup>(Note 4)</sup> \_\_\_\_\_ 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 (the "AGM") to be held at Conference Room 211 of China Aluminum International Engineering Corporation Limited, Building C, No. 99 Xingshikou Road, Haidian District, Beijing at 9 a.m. on Tuesday, 8 May 2018 or any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of the AGM. In the absence of any indication, my/our proxy may vote at his/her own discretion.

Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve Board of Directors' report for 2017.			
2.	To consider and approve Board of Supervisors' report for 2017.			
3.	To consider and approve the financial report for 2017.			
4.	To consider and approve the report of financial budget for 2018.			
5.	To consider and approve profits distribution and dividends distribution plan for 2017.			
6.	To consider and approve the remuneration plan for Directors for 2018.			
7.	To consider and approve the remuneration plan for Supervisors for 2018.			
8.	To consider and approve the investment plan for 2018.			
9.	To consider and approve revision of 2018 Annual Cap for the Factoring Agreement.			
10.	To consider and approve the re-appointment of the international auditor and the domestic auditor.			
Special Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
11.	To consider and approve General Mandates to issue the Onshore and Offshore Debt Financing Instruments.			
12.	To consider and approve the grant of General Mandates to the Board to issue Shares.			
13.	To consider and approve the extension of the valid period for the resolution of the general meeting in relation to the issue of A Shares.			
14.	To consider and approve the extension of the valid period authorizing the Board to deal with relevant matters of the issue of A Shares.			

Date: \_\_\_\_\_ 2018

Signature<sup>(Note 6)</sup>: \_\_\_\_\_

Important: You shall first read the Company's annual report for 2017, the circular and the notice of the AGM, supplementary circular and notice of the AGM before appointing any proxy. The annual report for 2017 includes the Board of Directors' report for 2017 and the Board of Supervisors' report for 2017.

Notes:

1. Please insert the number and class 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).
2. Please insert the full name(s) (in Chinese or English) and address(es) as recorded on the register of members of the Company in **block letters**.
3. 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 of the Company registered in your name(s).
4. 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 does not need to be a shareholder of the Company. Any alteration made to this form of proxy must be initiated by the person who signs it.
5. Important: If you wish to vote for any resolution, please tick the appropriate box marked “For” or insert the relevant number of shares intended to be voted for the resolution. If you wish to vote against any resolution, please tick the appropriate box marked “Against” or insert the relevant number of shares intended to be voted against the resolution. If you wish to abstain from voting on any resolution, please tick the appropriate box marked “Abstain” or insert the relevant number of shares intended to be abstained from voting. Any abstain vote or waiver to vote shall be disregarded as votes with voting rights for the purpose of calculating the results of that resolution. If no indication is given, your proxy may vote at his/her own discretion.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in case the holder of shares is a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorized.
7. In the case of joint holders of any shares, any of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders are present at the meeting, either personally or by proxy, then only 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).
8. If this form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. This form of proxy together with such certified copy of the power of attorney or other authorization documents must be lodged with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for shareholders of H shares of the Company) or the Company’s head office in the PRC (for shareholders of domestic shares of the Company) at Building C, No. 99 Xingshikou Road, Haidian District, Beijing, the PRC not less than 24 hours prior to the holding of the AGM.
9. 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 provide their proof of identity when attending the AGM.