



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)

FORM OF PROXY FOR THE 2023 ANNUAL GENERAL MEETING

The number and class of shares relating to this form of proxy ^(Note 1)	
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I/We ^(Note 2) _____
of _____
being the holder of _____ 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 (the “AGM”) to be held at Conference Room 312 of China Aluminum International Engineering Corporation Limited, Building C, No. 99 Xingshikou Road, Haidian District, Beijing at 9:30 a.m. on Tuesday, 18 June 2024 or any adjournment thereof as indicated hereunder in respect of the resolutions set out in the Notice of AGM. In the absence of any indication, my/our proxy may vote at his/her own discretion.

Special Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the resolution on the 2023 Restricted Share Incentive Scheme (Revised Draft) of China Aluminum International Engineering Corporation Limited and the summary thereof			
2.	To consider and approve the resolution on the Management Measures for the 2023 Restricted Share Incentive Scheme of China Aluminum International Engineering Corporation Limited			
3.	To consider and approve the resolution on the Appraisal Management Measures for the Implementation of the 2023 Restricted Share Incentive Scheme of China Aluminum International Engineering Corporation Limited			
4.	To consider and approve the resolution on the proposal for the AGM and the Class Meetings to authorise the Board to handle the matters relating to the 2023 Restricted Share Incentive Scheme			
5.	To consider and approve the Resolution of the Company on the issuance of the Onshore and Offshore Debt Financing Instruments			
Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
6.	To consider and approve the Resolution of the Company on the Board of Directors’ work report for 2023			
7.	To consider and approve the Resolution of the Company on the Board of Supervisors’ work report for 2023			
8.	To consider and approve the Resolution of the Company on the financial report for 2023			
9.	To consider and approve the Resolution of the Company on the profits distribution plan for 2023			
10.	To consider and approve the Resolution of the Company on the capital expenditure plan for 2024			
11.	To consider and approve the Resolution of the Company on the purchase of liability insurance for Directors, Supervisors and senior management			
12.	To consider and approve the Resolution of the Company on the remuneration standards of Directors and Supervisors for 2024			

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
13.	To consider and approve the Resolution of the Company on the renewal of appointment of the accounting firm			
14.	To consider and approve the Resolution of the Company on the renewal of financial services agreement			
Ordinary Resolutions (By Cumulative Voting Method) ^(Note 10)		Voted by cumulative poll ^(Note 10) Please insert the number of votes		
15.	To consider and approve the Resolution on the election of the Fourth session of non-independent Directors of the Company			
15.1	To elect Mr. LIU Dongjun as an executive Director of the fourth session of the Board of the Company			
15.2	To elect Mr. YANG Xu as a non-executive Director of the fourth session of the Board of the Company			
16.	To consider and approve the Resolution on the election of the Fourth session of independent Director of the Company			
16.1	To elect Mr. ZHANG Tingan as an independent non-executive Director of the fourth session of the Board of the Company			

Date: _____ 2024

Signature^(Note 6): _____

Notes:

- 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).
- 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**.
- 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).
- 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 initialed 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 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 abstaining 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.
- 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.
- 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 is 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).
- 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 in Hong Kong, 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) 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 provide their proof of identity when attending the AGM.
- The cumulative voting method shall be adopted for the voting of Resolution No. 15 and Resolution No. 16. The cumulative voting method refers to the voting for the election of directors, independent directors or supervisors where each share is entitled to the same number of votes which equals to the total number of directors, independent directors or supervisors to be elected on a general meeting, and Shareholders may consolidate their voting rights when casting a vote. The cumulative voting method includes the regular voting method where Shareholders may cast their votes with partial or all voting rights. In particular: (1) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of non-independent Directors upon whom he/she can vote, when electing non-independent Directors. Each Shareholder may vote at his/her own discretion in favour of one non-independent Director candidate, or each Shareholder may vote at his/her own discretion in favour of different non-independent Director candidates in any combination; (2) each Shareholder shall be entitled to such number of votes as shall be equal to the number of Shares held by him/her multiplied by the total number of independent Directors upon whom he/she can vote, when electing independent Directors. Each Shareholder may vote at his/her own discretion in favour of one independent Director candidate or different independent Director candidates in any combination. The sum of your votes for one or more candidates shall not exceed your total voting rights to the corresponding resolution, failing which the voting shall be invalid; if the sum of your votes cast for one or more candidates is less than your total voting rights to the corresponding resolution, your voting shall be valid, and the difference shall be regarded as abstained votes.