



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 SOLICITATION OF VOTING RIGHTS BY
INDEPENDENT NON-EXECUTIVE DIRECTOR
FOR THE 2023 ANNUAL GENERAL MEETING TO BE HELD
ON TUESDAY, 18 JUNE 2024**

No. and types of shares to which this Form of Proxy relates <i>(Note 1)</i>	
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I/We *(Note 2)* _____

of _____

being shareholder(s) of **China Aluminum International Engineering Corporation Limited** (the “Company”) hereby appoint Mr. TONG Pengfang, an independent non-executive director of the Company, as my/our proxy to attend and vote for me/us and on my/our behalf at the 2023 annual general meeting of the Company 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 as hereunder indicated in respect of the resolutions set out in the Notice of 2023 annual general meeting. I/We shall have the right to revoke my/our delegation made under this form of proxy or revise the contents of this form of proxy at any time prior to the registration of attendance at the on-site meeting of the 2023 annual general meeting in accordance with the procedures set out in the announcement of the Company dated 16 May 2024 in relation to the open solicitation of voting rights by independent non-executive Directors.

Special Resolutions		For <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
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 <i>(Note 4)</i>	Against <i>(Note 4)</i>	Abstain <i>(Note 4)</i>
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			

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
12.	To consider and approve the Resolution of the Company on the remuneration standards of Directors and Supervisors for 2024			
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)		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
15.	To consider and approve the Resolution on the election of the Fourth session of non-independent Directors of the Company			
	(1) To consider and approve the election of Mr. LIU Dongjun as an executive Director of the fourth session of the Board of the Company			
	(2) To consider and approve the election of 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			
	(1) To consider and approve the election of Mr. ZHANG Tingan as an independent non-executive Director of the fourth session of the Board of the Company			

Dated this _____ day of _____ 2024 Signature(s) ^(Note 5): _____

* **Important: You should first review the notice and the circular of the 2023 annual general meeting of the Company dated 17 May 2024 before appointing Mr. TONG Pengfang, an independent non-executive director of the Company, as a proxy. Unless otherwise specified, terms used in this form of proxy shall have the same meanings as defined in the abovementioned circulars.**

Notes:

- Please insert the number of shares registered in your name(s) to which the proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or in English, as shown in the register of members) and registered address(es) in **BLOCK LETTERS**.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN". YOU MAY CHECK ONLY ONE OF THE THREE AFORESAID BOXES. THE PROXY IN RESPECT OF ANY RESOLUTION FOR WHICH MORE THAN ONE BOX OR NO BOX HAS BEEN CHECKED SHALL BE DEEMED INVALID. ANY ABSTAIN VOTE OR WAIVER TO VOTE SHALL BE DISREGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE POLL RESULTS OF THAT RESOLUTION.**
- 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 either be executed under its seal or under the hand of a legal representative or other attorney duly authorised to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting, personally or by proxy, then one of the persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- In order to be valid, for H Shareholders, the above document must be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong from 14 June 2024 to 16 June 2024 (9:00 a.m. - 11:30 a.m. and 14:00 p.m. - 17:00 p.m.).
- 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.

* For identification purposes only