

China Aluminum International Engineering Corporation Limited

RULES OF PROCEDURES FOR THE REMUNERATION COMMITTEE UNDER THE BOARD OF DIRECTORS

CHAPTER I GENERAL PROVISIONS

Article 1 China Aluminum International Engineering Corporation Limited (hereinafter referred to as the “Company”) hereby establishes Remuneration Committee (hereinafter referred to as the “Committee”) under the Board of Directors and hereby formulates the Procedure Rules for Remuneration Committee under the Board of Directors (hereinafter referred to as the “Procedure Rules”) in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Code on Corporate Governance Practices, the Articles of Association of China Aluminum International Engineering Corporation Limited (hereinafter referred to as the “Article of Association”), the Procedure Rules for the Board of Directors of China Aluminum International Engineering Corporation Limited and other relevant provisions, with the purpose of establishing and further strengthening the remuneration management system of the directors and senior management and improving the corporate governance structure of the Company.

Article 2 The Committee is a special operating mechanism set up by the Board of Directors; it is mainly responsible for researching and formulating remuneration policies and incentive mechanisms for directors and senior management of the Company.

Article 3 The Procedure Rules are applicable to the Committee and relevant personnel involved in the Procedure Rules.

CHAPTER II COMPOSITION OF THE COMMITTEE

Article 4 The Committee established with the approval of the Board of Directors consists of three directors, and two of them shall be independent non-executive directors.

Article 5 The Committee shall have one chairman, who shall be an independent non-executive director and shall be responsible for presiding over the Committee; the chairman shall be appointed by the Board of Directors.

Article 6 Any members of the Committee may hold positions in any other special committees of the Board of Directors concurrently, provided that he/she is capable of discharging his/her duties.

Article 7 The term of office of members of the Committee is the same as that of the directors in principle. Members may be re-elected with the consideration and approval of the Board of Directors when their terms of office expire. Members of the committee may be adjusted within their terms of office if proposed by the Chairman and the Nomination Committee and passed by the Board of Directors.

Members of the Committee may resign by submitting a written resignation to the Board of Directors before the expiration of their terms of office, in which it should provide necessary descriptions of the reasons for his/her resignation and matters needed to be brought to the attention of the Board of Directors.

Where any member does not serve as a director of the Company during his or her term of office, he or she shall be disqualified as a member automatically.

In the event that the above case results in the number of members of the Committee being less than the number required under Article 4 hereof, the vacancy shall be filled up by the Board of Directors according to the Rules of Procedures for the Board of Directors of China Aluminum International Engineering Corporation Limited and Article 4 hereof.

Article 8 The rights and obligations of members of the Committee shall be as follows:

- (I) to attend meetings of the Committee on time, express their opinions on matters deliberated at the meetings, and exercise their voting right;
- (II) to propose topics for discussion at meetings of the Committee;
- (III) to attend relevant meetings of the Company as non-voting delegates or visitors, to conduct surveys and researches and to collect relevant information such as reports, documents and materials for the purpose of discharging their duties and responsibilities;
- (IV) to fully understand the duties and responsibilities of the Committee and those of himself/herself as a member of the Committee, to acquaint themselves with relevant information on the operation and management, business activities and development of the Company to ensure his/her capacity for discharging duties and responsibilities;
- (V) to fully ensure that himself/herself has sufficient working hours and energy to fulfil his/her duties and responsibilities;
- (VI) other terms of reference as stipulated herein.

Article 9 The administrative office of the Committee is established in the Board office of the Company, responsible for preparing for meetings of the Committee, collecting relevant information, keeping meeting minutes, as well as organizing and implementing the Committee's relevant decisions, etc.

Chapter III TERMS OF REFERENCE

Article 10 The main terms of reference of the Committee shall be as follows:

- (I) responsible for formulating and conducting assessment standards for directors and senior management, to research the policy and structure for the remuneration of all directors and senior management of the Company, establish a formal and transparent procedure for developing, review such remuneration policy and program and make recommendations to the Board of Directors;

- (II) to make proposals to the Board of Directors on the specific remuneration packages of all executive directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make proposals to the Board of Directors on the remuneration of non-executive directors, or make proposals to the Board of Directors regarding the above remuneration packages for its final decision;
- (III) to review and approve performance-based remuneration and remuneration proposals of the management by reference to corporate policies and objectives passed by the Board of Directors from time to time, taking into account the remuneration paid by comparable companies, the time and duties devoted and the terms and conditions of employment of other positions within the Company and its subsidiaries;
- (IV) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- (V) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate, and ensure that no director or any of its associates is involved in deciding his/her own remuneration;
- (VI) to ensure that no director or any other associates reviews, or is involved in reviewing, his/her own remuneration;
- (VII) to make proposals to the Board of Directors on the establishment or change of equity incentive plans and employee stock ownership plans, and the achievement of conditions for incentive recipients to be granted rights and exercise their rights;
- (VIII) to make proposals to the Board of Directors on matters relating to the arrangement of shareholding plans for directors and senior management in the proposed spin-off subsidiaries;
- (IX) to make proposals to the Board of Directors on other matters stipulated by the laws and regulations, securities regulatory authorities at the place of listing, stock exchanges and the Articles of Association;
- (X) other terms of reference empowered by the Board of Directors.

Article 11 The Committee shall be accountable to the Board of Directors. Proposals of the Committee shall be submitted to the Board of Directors and be implemented upon approval by the Board of Directors after consideration.

CHAPTER IV METHODS AND PROCEDURES FOR MEETING OF THE COMMITTEE

Article 12 The human resources department of the Company is the specific support department of the Committee, responsible for establishing resolutions of the meeting and preparing the relevant information or reports required for the meeting, executing the Committee's relevant decisions and implementing the work proposals made by the Committee.

Article 13 In accordance with the provision of relevant laws and regulations and the Articles of Association of the Company, the Committee shall study the remuneration policy, remuneration package and relevant remuneration for the directors and senior management of the Company with reference to the Company's actual situation. Any resolution made in this regard shall be submitted to the Board of Directors.

Article 14 The Committee shall be entitled to require from the relevant departments such information as may be necessary for the performance of its duties and responsibilities, and require assistance from relevant departments and staff. The Committee may engage professional advisory bodies to provide professional advice if required.

Article 15 The meetings of Committee are divided into regular meetings and interim meetings. Regular meetings are held at least once a year.

An interim meeting shall be held within seven days in any of the following circumstances:

- (1) When the board of directors considers it necessary;
- (2) When the chairman considers it necessary;
- (3) When two or more members propose.

Article 16 The meetings of the Committee shall be convened by the chairperson or, if the chairperson is unable to or fails to perform his/her duties, by a member elected jointly by majority of the members of the Committee.

Article 17 The members of the Committee to attend the meeting and those invited to attend the meeting without voting right shall be notified seven days in advance for regular meetings or three days in advance for interim meetings.

The notice of the meeting of the Committee shall be served by the Board office directly, fax and e-mails. The notice of the meeting shall be deemed to have been served if it is issued in the abovementioned manner.

In case of emergency, upon approval by the chairman, the Board office may notify the convening of an interim meeting by telephone or other means of communication. The aforementioned notice period may be waived by the unanimous consent of all members of the Committee.

Upon receipt of the notice of the meeting, the members shall promptly confirm and give back relevant information, including but not limited to whether they will attend the meeting and the itinerary.

Members who have attended the meeting and have not raised an objection on failure of receipt of the meeting notice before or at the meeting shall be deemed to have received the notice.

The content of the meeting notice shall include, but is not limited to, the way, time, place, duration, agenda, issues, attendees, date of the notice, and relevant information of the meeting.

Article 18 A meeting of the Committee shall not be held unless more than two-thirds of its members attend. In case that a member is unable to be present, he/she may attend the meeting by video-conferencing or conference call. Resolutions of the meeting shall become valid only when they are passed by a majority of all members of the Committee. In the event that a member is unable to attend the meeting in person for any reason, his or her may, in writing, appoint other members to attend the meeting and exercise the right to vote on his/her behalf, and if he or she appoints other members to attend the meeting and exercise the right to vote on his/her behalf, he or she shall submit a power of attorney. The power of attorney shall specify the scope and duration of authorization

If any non-independent director member neither attends the meeting in person nor appoints another director to attend the meeting on his behalf, he shall be deemed to have waived his voting rights at the meeting.

An independent director member shall attend the meeting in person, and if such director is unable to attend the meeting in person for some reason, he or she shall review the meeting materials in advance, form a clear opinion, and authorize other independent directors to attend on his/her behalf in writing.

Article 19 A meeting of the Committee shall vote by a show of hands or by a poll. Each member shall have one vote and interested members shall abstain from voting. In the event that proposals made at the meeting cannot be effectively considered and approved due to abstain from voting by the members, the Board of Directors shall consider and approve such proposals.

Article 20 The secretary to the Board of Directors may be invited to attend the meeting without voting right. Directors and other senior management of the Company may be invited by the Committee to attend its meetings without voting right, when necessary. Professional institutions may also be invited to attend meetings if necessary.

Article 21 The convening procedure and voting method of, and the remuneration policies and allocation proposals passed at, a meeting of the Committee shall comply with the requirements of relevant laws, regulations, the Articles of Association, systems of the Company and the Procedure Rules.

Article 22 The Board office of the Company is responsible for making minutes of the meetings, and members present at the meetings shall sign the minutes which shall be kept by the Board office of the Company.

Article 23 Resolutions passed by, and the voting results of, a meeting of the Committee shall be reported in writing to the Board of Directors of the Company.

Article 24 The Committee may implement relevant matters through its administrative body.

CHAPTER V SUPPLEMENTARY PROVISIONS

Article 25 Members present at a meeting of the Committee shall be obliged to keep all matters discussed at the meeting confidential, and shall not disclose any relevant information without authorization.

Article 26 For matters not covered by the Procedure Rules, they shall be executed in accordance with the requirements of relevant laws and regulations of the PRC and the Articles of Association. In case that the Procedure Rules are in conflict with the laws and regulations promulgated by the PRC in future or the Articles of Association amended through lawful procedures, the Procedure Rules shall be executed in accordance with the requirements of relevant laws and regulations of the PRC and the Articles of Association, and shall be amended immediately and reported to the Board of Directors of the Company for consideration and approval.

Article 27 The Procedure Rules shall come into effect upon approval by the Board of Directors. The Board of Directors shall be responsible for the alteration and interpretation of the Procedure Rules. The former procedure rules shall be abolished on the date of effectiveness of the Procedure Rules.