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中国铝业股份有限公司
ALUMINUM CORPORATION OF CHINA LIMITED*

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

(Stock Code: 2600)

CONNECTED TRANSACTION
ACQUISITION OF ASSETS OF SHANXI ALUMINUM PLANT

The Board of the Company hereby announces that, on 28 June 2016, Shanxi Branch of the Company entered into an Assets Transfer Agreement with Shanxi Aluminum Plant. Pursuant to the Assets Transfer Agreement, Shanxi Branch proposes to acquire the Assets to be Acquired from Shanxi Aluminum Plant.

As at the date of this announcement, Shanxi Branch is a branch of the Company; Shanxi Aluminum Plant is a subsidiary of Chinalco; and Chinalco is the substantial Shareholder of the Company. Therefore, Shanxi Aluminum Plant is a connected person of the Company and the transaction under the Assets Transfer Agreement constitutes a connected transaction of the Company. As the highest applicable percentage ratio (as defined in the Hong Kong Listing Rules), in respect of the transaction contemplated under the Assets Transfer Agreement exceeds 0.1% but is less than 5%, the connected transaction is subject to the reporting and announcement requirements but exempt from the independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

INTRODUCTION

The Board of Aluminum Corporation of China Limited (the “**Company**”) hereby announces that, in order to solve the issue of business competition with Chinalco in pseudoboehmite business, on 28 June 2016, Shanxi Branch entered into an Assets Transfer Agreement with Shanxi Aluminum Plant. Pursuant to the Assets Transfer Agreement, Shanxi Branch proposes to acquire the Assets to be Acquired from Shanxi Aluminum Plant.

ASSETS TRANSFER AGREEMENT

Date

28 June 2016

Parties

- (1) Shanxi Branch (as the acquirer); and
- (2) Shanxi Aluminum Plant (as the seller).

Assets to be Acquired

Assets to be Acquired include machineries and equipment in relation to pseudoboehmite and activated silicon powder production lines of Science and Technology Chemical Company, a branch of Shanxi Aluminum Plant.

Transfer consideration and payment

The transfer consideration is approximately RMB43.06 million which is determined after arm’s length negotiations between the parties with reference to the appraised value of the Assets to be Acquired on the Valuation Base Date, as set out in the valuation report issued by Beijing Pan-China. The transfer consideration will be paid by Shanxi Branch by way of cash in a lump sum.

Conditions precedent

The conditions precedent of the agreement include that the agreement has been signed and affixed with the common seal or special seal for contract by the legal representatives or authorised representatives of each party; and has been approved by Chinalco and approved by the Board of the Company.

Completion

Upon effectiveness of the agreement, both parties will check the Assets to be Acquired and sign on the Certificate of Assets Transfer (《資產移交證明書》). The seller shall cooperate with the acquirer in proceeding with the procedures for property right transfer. The production, operation and management personnel within the scope of the Assets to be Acquired, shall be transferred to Shanxi Branch according to the principle that people should transfer along with the assets, details of which will be determined after negotiations between the parties.

Information on the Assets to be Acquired

According to the valuation report prepared by Beijing Pan-China using cost approach, the net book value of the Assets to be Acquired under the Assets Transfer Agreement as at the Valuation Base Date is approximately RMB28.86 million and the appraised value of the assets is approximately RMB43.06 million. The Company understands from Shanxi Aluminum Plant that it has gradually purchased the Assets to be Acquired through various stages for a prolonged period and therefore the original acquisition costs for the Assets to be Acquired would not be available.

According to the financial statements prepared by Shanxi Aluminum Plant in compliance with the generally accepted accounting principles in the PRC, the net profits for the aforementioned Assets to be Acquired (before and after taxation and extraordinary items) for the financial years ended 31 December 2014 and 2015 are set out as follows:

	For the year ended 31 December 2014 (audited) (RMB)	For the year ended 31 December 2015 (audited) (RMB)
Net profit before taxation and extraordinary items	0	0
Net profit after taxation and extraordinary items	0	0

REASONS FOR AND BENEFITS OF THE TRANSACTION

Upon completion of the transaction, Chinalco will cease to operate the pseudoboehmite business and thus solve the problem of business competition between the Company and Chinalco in pseudoboehmite business.

The Directors (including the independent non-executive Directors) are of the view that the transaction contemplated under the Assets Transfer Agreement is made on normal commercial terms and the terms contained therein are fair and reasonable, and are in the interest of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As of the date of this announcement, Shanxi Branch is a branch of the Company; Shanxi Aluminum Plant is a subsidiary of Chinalco; and Chinalco is the substantial Shareholder of the Company. Therefore, Shanxi Aluminum Plant is a connected person of the Company and the transaction under the Assets Transfer Agreement constitutes a connected transaction of the Company. As the highest applicable percentage ratio (as defined in the Hong Kong Listing Rules) in respect of the transaction contemplated under the Assets Transfer Agreement exceeds 0.1% but is less than 5%, the connected transaction is subject to the reporting and announcement requirements but exempt from the independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

As Mr. Yu Dehui and Mr. Liu Caiming, Directors of the Company, concurrently hold positions in Chinalco, they have abstained from voting on the Board resolution in respect of the above-mentioned connected transaction. Save as disclosed above, none of the Directors has any material interest in the transaction contemplated under the Assets Transfer Agreement, and therefore none of the other Directors has abstained from voting on such Board resolution.

GENERAL INFORMATION

The Company is a joint stock limited company incorporated in the PRC with limited liability, and its H Shares and A Shares are listed on the Hong Kong Stock Exchange and Shanghai Stock Exchange, respectively, while its ADSs are listed on the New York Stock Exchange. The Group is mainly engaged in the mining of bauxite; the production and sales of alumina, primary aluminum and aluminum alloy products; operating of coal and electricity businesses as well as trading and logistics of non-ferrous metal products.

Shanxi Branch of the Company is mainly engaged in the businesses including the production and sale of alumina series products.

Chinalco, established in February 2001, is the controlling Shareholder of the Company. Chinalco is a state-owned enterprise incorporated under the laws of the PRC and its entities and businesses were contributed into the Company upon the establishment of the Company. Chinalco is mainly engaged in the production and sale of mineral products, smelted products, fabrication products and carbon products of aluminum, copper, rare earth and relevant non-ferrous metals.

Shanxi Aluminum Plant is a wholly-owned subsidiary of Chinalco. It is mainly engaged in businesses including the production and sale of cement and its products, chemical products (pseudoboehmite), construction and installation, and the development, sale and transportation of ash and its products. Science and Technology Chemical Company is a branch of Shanxi Aluminum Plant.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

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| “A Share(s)” | domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which is(are) listed on the Shanghai Stock Exchange; |
| “ADS(s)” | the American depository share(s) issued by The Bank of New York Mellon as the depository bank and listed on the New York Stock Exchange, each of which represents the entitlement of 25 H Shares; |
| “Assets Transfer Agreement” | an assets transfer agreement entered into between Shanxi Branch and Shanxi Aluminum Plant on 28 June 2016, pursuant to which, Shanxi Branch proposes to acquire the Assets to be Acquired from Shanxi Aluminum Plant; |
| “Assets to be Acquired” | assets to be acquired by Shanxi Branch from Shanxi Aluminum Plant under the Assets Transfer Agreement, details of which are set out in the section headed “Assets to be Acquired” in this announcement; |

“Beijing Pan-China”	Beijing Pan-China Assets Appraisal Co. Limited* (北京天健興業資產評估有限公司), a qualified valuer in the PRC;
“Board”	the board of Directors of the Company;
“Chinalco”	Aluminum Corporation of China* (中國鋁業公司), a solely state-owned corporation and the controlling Shareholder of the Company, directly and indirectly, holding approximately 35.77% of the total issued share capital of the Company as at the date of this announcement;
“Company”	Aluminum Corporation of China Limited* (中國鋁業股份有限公司), a joint stock limited company established in the PRC, the A Shares, H Shares and ADSs of which are listed on the Shanghai Stock Exchange, the Hong Kong Stock Exchange and the New York Stock Exchange, respectively;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“H Share(s)”	overseas listed foreign share(s) with a nominal value of RMB1.00 each per share issued by the Company, which is (are) listed on the Hong Kong Stock Exchange and subscribed for and traded in Hong Kong dollars;

“PRC”	the People’s Republic of China, for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Science and Technology Chemical Company”	Shanxi Aluminum Plant Science and Technology Chemical Company* (山西鋁廠科技化工公司), a branch of Shanxi Aluminum Plant;
“Shanxi Aluminum Plant”	Shanxi Aluminum Plant affiliated to Chinalco* (中鋁公司山西鋁廠), a wholly-owned subsidiary of Chinalco as of the date of this announcement;
“Shanxi Branch”	Shanxi Branch of the Company;
“Shareholder(s)”	the shareholder(s) of the Company;
“subsidiary”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;
“Valuation Base Date”	31 March 2016; and
“%”	percent.

By order of the Board
Aluminum Corporation of China Limited*
Zhang Zhankui
Company Secretary

Beijing, the PRC
28 June 2016

As at the date of this announcement, the members of the Board of Directors comprise Mr. Ao Hong, Mr. Lu Dongliang and Mr. Jiang Yinggang (Executive Directors); Mr. Yu Dehui, Mr. Liu Caiming and Mr. Wang Jun (Non-executive Directors); Ms. Chen Lijie, Mr. Hu Shihai and Mr. Lie-A-Cheong Tai Chong, David (Independent Non-executive Directors).

* *For identification purpose only*