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**Aluminum Corporation of
China Overseas Holdings Limited**
(中 鋁 海 外 控 股 有 限 公 司)
*(Incorporated under the laws of Hong Kong
with limited liability)*



CHINALCO-CMC
**Chinalco Mining
Corporation International**
(中 鋁 礦 業 國 際)
*(Incorporated under the laws of the Cayman Islands
with limited liability)*
(Stock Code: 3668)

JOINT ANNOUNCEMENT

**(1) PROPOSED PRIVATISATION OF CMC BY THE OFFEROR
BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 86 OF THE COMPANIES LAW)**

AND

**(2) PROPOSED WITHDRAWAL OF LISTING OF CMC SHARES
IRREVOCABLE UNDERTAKING RECEIVED BY THE OFFEROR**

Financial Adviser to the Offeror

Morgan Stanley

Reference is made to the joint announcement issued by Chinalco Mining Corporation International (“**CMC**”) and the Offeror on 23 September 2016 (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

On 30 September 2016, the Offeror received an irrevocable undertaking from Tongling Nonferrous Metals Group Holdings Co., Ltd. (“**Tongling Nonferrous**”) pursuant to which Tongling Nonferrous has undertaken to, amongst other things, exercise (or procure the exercise) of all voting rights attached to the 221,516,000 CMC Shares (representing approximately 1.87% of the issued share capital of CMC) held or owned by it at the Court Meeting and the extraordinary general meeting to be convened by CMC in connection with the Proposal in favour of all the resolutions to approve the Proposal and any matters in connection with the Proposal.

The irrevocable undertaking from Tongling Nonferrous will be terminated and the obligations of Tongling Nonferrous under such irrevocable undertaking shall lapse and terminate if the Scheme does not become effective, lapses or is withdrawn in accordance with its terms and no new, revised or replacement Scheme is announced by the Offeror and/or CMC at the same time.

As at the date of this announcement, taking into account the irrevocable undertakings obtained from Tongling Nonferrous and the Committed Shareholders, five Independent CMC Shareholders holding an aggregate of 966,898,000 CMC Shares, representing approximately 57.43% of the CMC Shares held by all the Independent CMC Shareholders and approximately 8.18% of the issued share capital of CMC, have undertaken to vote in favour of the Proposal. However, given the Committed Shareholders and Tongling Nonferrous are also the Offtake Shareholders, they will be required to abstain from voting on the proposal for the Spot Sales Mechanism at the extraordinary general meeting of CMC.

Warnings:

CMC Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. CMC Shareholders and potential investors should therefore exercise caution when dealing in the securities of CMC. Persons who are in doubt as to the action they should take should consult their licensed securities dealer or registered institution in securities, bank manager, solicitor or other professional advisers.

By Order of the Board of
**Aluminum Corporation of
China Overseas Holdings Limited**
Ge Honglin
Director

By Order of the Board of
Chinalco Mining Corporation International
Liu Jiaping
Chairman

Hong Kong, 30 September 2016

As at the Announcement Date, the directors of the Offeror are Mr. Ge Honglin, Mr. Liu Caiming, Mr. Wang Jun, Mr. Cai Chun and Ms. Yu Weihong.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to CMC Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by CMC Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the Announcement Date, the directors of Chinalco are Mr. Ge Honglin, Mr. Yu Dehui, Mr. Zhang Fusheng, Mr. Sun Youqi, Ms. Zhang Xiaolu, Mr. Zhao Xiaogang and Mr. Yuan Li. The directors of Chinalco accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to CMC Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by CMC Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement (other than that relating to CMC Group) misleading.

As at the Announcement Date, the executive directors of CMC are Mr. Liu Yuewei and Mr. Gao Lidong, the non-executive directors of CMC are Mr. Liu Jianping (Chairman), Mr. Luan Shuwei, Dr. Liu Hongjun and Dr. Wang Dongbo, and the independent non-executive directors of CMC are Mr. Scott McKee Hand, Mr. Ronald Ashley Hall, Mr. Lai Yat Kwong Fred and Mr. Francisco Augusto Baertl Montori.

The directors of CMC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to CMC Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement by CMC Group have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.