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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)

ANNOUNCEMENT
CONNECTED TRANSACTION
FORMATION OF A JOINT VENTURE COMPANY

On 21 June 2018, the Company and Chinalco entered into the JV Contract, pursuant to which the Company and Chinalco agree to cooperate in the establishment of the Joint Venture Company with a registered capital of RMB1 billion, of which the Company will invest RMB500 million.

As at the date of this announcement, Chinalco is the controlling Shareholder of the Company and hence it is a connected person of the Company under the Hong Kong Listing Rules. As such, the transaction contemplated under the JV Contract constitutes a connected transaction under Chapter 14A of the Hong Kong Listing Rules. As the highest applicable percentage ratio (as defined under the Hong Kong Listing Rules) in respect of the transaction contemplated under the JV Contract exceeds 0.1% but is less than 5%, the transaction contemplated under the JV Contract is subject to the reporting and announcement requirements but exempted from the independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

1. INTRODUCTION

On 21 June 2018, the Company and Chinalco entered into the JV Contract, pursuant to which the Company and Chinalco agree to cooperate in the establishment of the Joint Venture Company with a registered capital of RMB1 billion, of which the Company will invest RMB500 million.

2. JV CONTRACT

2.1 Date

21 June 2018

2.2 Parties

- (1) The Company; and
- (2) Chinalco.

2.3 Nature of transaction

The Company and Chinalco will cooperate in the establishment of the Joint Venture Company with a registered capital of RMB1 billion, of which the Company will invest RMB500 million.

2.4 Company name

Chinalco Overseas Development Co., Ltd* (中鋁海外發展有限公司), subject to the final approval by the administration of industry and commerce.

2.5 Scope of business

The Joint Venture Company will be principally engaged in the provision of centralized and unified professional management services to the development and construction of overseas programs of the Company. Its scope of business mainly includes study on overseas investment opportunities and policy consultancy; overseas programs and projects consultancy, programs planning, projects estimation and professional technical services; resources exploration for overseas programs; investment, merger and acquisition, financing and equity management for overseas programs; implementation and construction management of overseas programs; operation of overseas programs; imports and exports and trading business (including equipment and resources); real estate construction and property management; training for overseas professional staff and dispatching of labors required for overseas projects.

The scope of business of the Joint Venture Company shall be subject to those approved and registered by the administration of industry and commerce.

2.6 Contribution

The registered capital of the Joint Venture Company will be RMB1 billion and the parties will make the contribution as follows:

- (1) The Company will contribute RMB500 million, accounting for 50% of the total contribution;
- (2) Chinalco will contribute RMB500 million, accounting for 50% of the total contribution.

Shareholders of either party and the board of directors of the Joint Venture Company may propose to increase the registered capital after the formation of the Joint Venture Company. The contribution to the Joint Venture Company is determined through arm's length negotiation with reference to the capital requirement of the Joint Venture Company by the Company and Chinalco. The Joint Venture Company will become a subsidiary of Chinalco and an associate of the Company after formation.

2.7 Payment

The contribution will be financed with the Group's own cash. Both parties shall pay the contribution in time within the period as provided in the articles of association of the Joint Venture Company.

2.8 Effective conditions

The JV Contract and the transaction contemplated thereunder shall come into effect after the JV Contract is signed by the authorized representatives of both parties and the official seal is affixed.

2.9 Management

The Joint Venture Company shall set up the general meeting composed of all shareholders, which is the highest authority of the Joint Venture Company.

The Joint Venture Company shall set up a board of directors composed of five directors, of whom two shall be nominated by Chinalco and two nominated by the Company and shall be elected at the general meeting; and one of whom shall be the staff representative director elected by the employees of the Joint Venture Company at the employee representatives' meeting, the employee meeting or through other democratic ways. Directors shall serve terms of three years and may be re-elected.

The board of directors shall set up one chairman, which shall be the director nominated by Chinalco and elected by the board of directors. The chairman shall be the legal representative of the Joint Venture Company.

3. REASONS FOR AND BENEFITS OF THE FORMATION OF THE JOINT VENTURE COMPANY

The formation of the Joint Venture Company will facilitate the Group in practicing the industry policies and the "Belt and Road" initiatives of the state. Focusing on the target of building a world-leading enterprise with global competitiveness and the establishment of overseas business teams, it will enhance the development and operation capabilities on overseas businesses, optimize the development pattern for overseas businesses and achieve centralized and unified professional management on the development and construction of overseas projects of the Group.

The Directors (including the independent non-executive Directors) are of the view that the transaction contemplated under the JV Contract is on normal commercial terms, is fair and reasonable and is in the interests of the Company and the Shareholders as a whole, but is not in the ordinary or usual course of business of the Group due to the nature of such transaction.

4. IMPLICATIONS UNDER HONG KONG LISTING RULES

As at the date of this announcement, Chinalco is the controlling Shareholder of the Company and hence it is a connected person of the Company under the Hong Kong Listing Rules. As such, the transaction contemplated under the JV Contract constitutes a connected transaction under Chapter 14A of the Hong Kong Listing Rules. As the highest applicable percentage ratio (as defined under the Hong Kong Listing Rules) in respect of the transaction contemplated under the JV Contract exceeds 0.1% but is less than 5%, the transaction contemplated under the JV Contract is subject to the reporting and announcement requirements but exempted from the independent Shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

As Mr. Yu Dehui and Mr. Ao Hong, the Directors of the Company, concurrently hold positions in Chinalco, they have abstained from voting on the Board resolution with respect to the transaction contemplated under the JV Contract. Saved as disclosed above, none of the Directors has any material interest in the transaction contemplated under the JV Contract and therefore none of the other Directors has abstained from voting on such Board resolution.

5. GENERAL INFORMATION

The Company is a joint stock limited company established in the PRC, whose H Shares and A Shares are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange respectively, while its ADSs are listed on the New York Stock Exchange. The Group is principally 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.

Chinalco is the controlling Shareholder of the Company and it directly and indirectly holds approximately 34.77% of the total issued share capital of the Company as at the date of this announcement. Chinalco is a solely state-owned limited liability company incorporated in the PRC and the sponsoring shareholder of the Company. Chinalco is principally engaged in mineral resources development, smelting and processing of nonferrous metal, relevant trading and related engineering and technical services.

6. DEFINITIONS

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

“A Share(s)”	the domestic share(s) issued by the Company and subscribed for in Renminbi and which are listed on the Shanghai Stock Exchange;
“A Shareholder(s)”	holder(s) of A Shares;
“ADS(s)”	the American Depositary Share(s) issued by the Bank of New York Mellon as the depository bank and listed on the New York Stock Exchange, with each ADS representing 25 H Shares;
“Board”	the board of Directors of the Company;
“Chinalco”	Aluminum Corporation of China* (中國鋁業集團有限公司), a wholly state-owned limited liability company incorporated in the PRC and the controlling Shareholder of the Company holding directly and indirectly approximately 34.77% 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 incorporated in the PRC, the A Shares, H Shares and ADS(s) of which are listed on the Shanghai Stock Exchange, the Hong Kong Stock Exchange and the New York Stock Exchange, respectively;
“connected person(s)”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;

“H Share(s)”	the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and subscribed for in Hong Kong dollars;
“H Shareholder(s)”	holder(s) of H Shares;
“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;
“Joint Venture Company”	Chinalco Overseas Development Co., Ltd* (中鋁海外發展有限公司), a company proposed to be incorporated in the PRC with limited liability;
“JV Contract”	the agreement entered into by the Company with Chinalco on 21 June 2018, pursuant to which the Company and Chinalco agree to cooperate in the establishment of the Joint Venture Company;
“PRC”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region and the Taiwan region;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	A Shares and H Shares;
“Shareholder(s)”	A Shareholders and H Shareholders;

“subsidiary” has the same meaning ascribed thereto under the Hong Kong Listing Rules;

“%” per cent.

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

Beijing, the PRC
21 June 2018

As at the date of this announcement, the members of the Board comprise Mr. Yu Dehui, Mr. Lu Dongliang and Mr. Jiang Yinggang (Executive Directors); Mr. Ao Hong 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 purposes only*