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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**  
**COMPLETION OF NON-PUBLIC ISSUANCE OF A SHARES**

References are made to the circulars of Aluminum Corporation of China Limited\* (the “**Company**”) dated 20 March 2012, 27 August 2012, 26 September 2012 and 12 May 2014 and the announcements of the Company dated 8 March 2012, 24 August 2012 and 24 April 2015 in relation to the proposed non-public issuance by the Company of no more than 1,450 million A shares (“**A Shares**”) to no more than 10 specific targets (the “**Non-public Issuance**”).

The Board is pleased to announce that the Company completed the Non-public Issuance on 15 June 2015 pursuant to the specific mandate as approved at the annual general meeting of the Company on 27 June 2014. Upon completion of the Non-public Issuance, the total number of shares of the Company (“**Share(s)**”) will increase from 13,524,487,892 Shares to 14,903,798,236 Shares.

**I. BASIC INFORMATION OF THE NON-PUBLIC ISSUANCE**

1. Type of shares: the RMB denominated ordinary Shares (A Shares)
2. Number of shares: 1,379,310,344 A Shares
3. Nominal value of shares: RMB1.00 per A Share
4. Issue price: RMB5.80 per A Share

According to the “Capital Verification Report of Ernst & Young Hua Ming (2015) Yan Zi No. 60968352-A02” issued by Ernst & Young Hua Ming LLP on the receipt of proceeds raised under the Non-public Issuance of the Company, it was confirmed that the proceeds raised under the Non-public Issuance was transferred to the designated account of the Company on 21 May 2015 in full. According to the Capital Verification Report, as of 21 May 2015, the Company has additionally issued 1,379,310,344 A Shares with a total proceeds of RMB7,999,999,995.20 and a net proceeds of RMB7,897,472,064.17 after deducting all relevant expenses in respect of this Non-public Issuance of RMB102,527,931.03. The Company has received the securities registration certificate issued by Shanghai Branch of China Securities Depository and Clearing Corporation Limited on 16 June 2015, and the Company had completed relevant procedure on registration and custody for the Non-public Issuance at Shanghai Branch of China Securities Depository and Clearing Corporation Limited on 15 June 2015.

## II. TARGET SUBSCRIBERS, NUMBER OF A SHARES SUBSCRIBED AND LOCK-UP PERIOD

There are eight target subscribers (the “**Subscriber(s)**”) under the Non-public Issuance. To the knowledge, information and belief of the directors of the Company, as at the date of this announcement, none of the Subscribers and their respective ultimate beneficial owners is a connected person of the Company. Details of the Subscribers, number of A Shares subscribed and lock-up period are set out as follows:

No.	Subscribers	Number of A Shares subscribed ( <i>shares</i> )	Lock-up period	Expected listing and trading date of the A Shares under the Non-public Issuance
1	Truvalue Asset Management Co., Ltd.* (創金合信基金管理有限公 司)	138,593,103	12 months	15 June 2016
2	SWS MU (Shanghai) Asset Management Co., Ltd.* (申萬菱信 (上海) 資產管理有限公司)	186,013,793	12 months	15 June 2016
3	Caitong Fund Management Co., Ltd.* (財通基金管理有限公 司)	336,103,448	12 months	15 June 2016
4	Tian An Property Insurance Co., Ltd.* (天安財產保險股份有限公 司)	138,158,621	12 months	15 June 2016

No.	Subscribers	Number of A Shares subscribed (shares)	Lock-up period	Expected listing and trading date of the A Shares under the Non-public Issuance
5	Huaxia Life Insurance Co., Ltd.* (華夏人壽保險股份有限公司)	138,889,655	12 months	15 June 2016
6	Shangyin Ruijin Capital Management Co., Ltd.* (上銀瑞金資本管理有限公司)	137,974,138	12 months	15 June 2016
7	Bosera Fund Management Co., Ltd.* (博時基金管理有限公司)	137,974,138	12 months	15 June 2016
8	Ping An UOB Fund Management Company Ltd.* (平安大華基金管理有限公司)	165,603,448	12 months	15 June 2016
	<b>Total</b>	<b><u>1,379,310,344</u></b>		

### III. CHANGES ON TOP TEN SHAREHOLDERS OF THE COMPANY BEFORE AND AFTER THE NON-PUBLIC ISSUANCE

#### (I) Top Ten Shareholders of the Company Before the Non-public Issuance

As at 15 May 2015, shareholdings held by the top ten shareholders of the Company are set out as follows:

No.	Name of shareholder	Number of Shares (shares)	Shareholding percentage (%)	Nature of shareholder	Number of Shares held subject to trading moratorium (shares)
1	Aluminum Corporation of China* (中國鋁業公司) (“Chinalco”)	5,170,076,695	38.23	State-owned legal person	–
2	HKSCC Nominees Limited. (香港中央結算(代理人)有限公司)	3,929,728,355	29.06	Overseas legal person	–

No.	Name of shareholder	Number of Shares (shares)	Shareholding percentage (%)	Nature of shareholder	Number of Shares held subject to trading moratorium (shares)
3	Baotou Aluminum (Group) Co., Ltd.* (包頭鋁業(集團)有限公司)	298,377,795	2.21	State-owned legal person	–
4	China Cinda Asset Management Co., Ltd.* (中國信達資產管理股份有限公司)	162,253,426	1.20	State-owned legal person	–
5	Customer credit guarantee securities account for margin trading of China Galaxy Securities Co., Ltd.* (中國銀河證券股份有限公司客戶信用交易擔保證券賬戶)	105,211,351	0.78	Unknown	–
6	Customer credit guarantee securities account for margin trading of Guodu Securities Co., Ltd.* (國都證券有限公司客戶信用交易擔保證券賬戶)	96,130,341	0.71	Unknown	–
7	China Construction Bank Corporation Limited – Guotai CNI Nonferrous Metal Index Classified Fund Aurities Co., Ltd.* (中國建設銀行股份有限公司–國泰國證有色金屬行業指數分級證券投資基金)	68,855,464	0.51	Unknown	–
8	Lanzhou Aluminum Factory* (蘭州鋁廠)	62,472,482	0.46	State-owned legal person	–
9	Customer credit guarantee securities account for margin trading of GF Securities Co., Ltd.* (廣發證券股份有限公司客戶信用交易擔保證券賬戶)	57,299,118	0.42	Unknown	–
10	Customer credit guarantee securities account for margin trading of Huatai Securities Co., Ltd.* (華泰證券股份有限公司客戶信用交易擔保證券賬戶)	55,017,128	0.41	Unknown	–

## (II) Top Ten Shareholders of the Company After the Non-Public Issuance

Upon the completion of registration of the A Shares issued under the Non-public Issuance, shareholdings held by the top ten shareholders of the Company are set out as follows:

No.	Name of shareholder	Number of Shares (shares)	Shareholding percentage (%)	Number of Shares held subject to trading moratorium (shares)
1	Chinalco (中國鋁業公司)	5,170,076,695	34.69	–
2	HKSCC Nominees Limited (香港中央結算 (代理人) 有限公司)	3,929,728,355	26.37	–
3	Caitong Fund Management Co., Ltd.* (財通基金管理有限公司)	336,103,448	2.26	336,103,448
4	Baotou Aluminum (Group) Co., Ltd.* (包頭鋁業 (集團) 有限責任公司)	298,377,795	2.00	–
5	SWS MU (Shanghai) Asset Management Co., Ltd.* (申萬菱信 (上海) 資產管理有限公司)	186,013,793	1.25	186,013,793
6	Ping An UOB Fund Management Company Ltd.* (平安大華基金管理有限公司)	165,603,448	1.11	165,603,448
7	China Cinda Asset Management Co., Ltd.* (中國信達資產管理股份有限公司)	162,253,426	1.09	–
8	Huaxia Life Insurance Co., Ltd.* (華夏人壽保險股份有限公司)	138,889,655	0.93	138,889,655
9	Truvalue Asset Management Co., Ltd.* (創金合信基金管理有限公司)	138,593,103	0.93	138,593,103
10	Tian An Property Insurance Co., Ltd.* (天安財產保險股份有限公司)	138,158,621	0.93	138,158,621

### (III) No Change of Control of the Company under the Non-public Issuance

Chinalco was the controlling shareholder of the Company before the completion of the Non-public Issuance, and it will continue to be the controlling shareholder of the Company after the completion of the Non-public Issuance. Therefore, the Non-public Issuance will not result in a change of control of the Company.

### IV. CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY BEFORE AND AFTER THE NON-PUBLIC ISSUANCE

Upon the completion of the Non-public Issuance, the number of shares of the Company subject to trading moratorium increased by 1,379,310,344 shares. Details of the changes in shareholding structure are set out as follows:

Item	Before the Non-public Issuance		After the Non-public Issuance	
	Number of Shares (shares)	Percentage (%)	Number of Shares (shares)	Percentage (%)
Shares subject to trading moratorium	–	–	1,379,310,344	9.25
Shares not subject to trading moratorium				
A Shares	9,580,521,924	70.84	9,580,521,924	64.29
H Shares	3,943,965,968	29.16	3,943,965,968	26.46
Total number of Shares not subject to trading moratorium	<u>13,524,487,892</u>	<u>100.00</u>	<u>13,524,487,892</u>	<u>90.75</u>
<b>Total</b>	<b><u><u>13,524,487,892</u></u></b>	<b><u><u>100.00</u></u></b>	<b><u><u>14,903,798,236</u></u></b>	<b><u><u>100.00</u></u></b>

By order of the Board  
**Aluminum Corporation of China Limited\***  
**Xu Bo**  
*Company Secretary*

Beijing, the PRC  
16 June 2015

*As at the date of this announcement, the members of the board of directors comprise Mr. Ge Honglin, Mr. Luo Jianchuan, Mr. Liu Xiangmin and Mr. Jiang Yinggang (Executive Directors); Mr. Liu Caiming and Mr. Wang Jun (Non-executive Directors); Mr. Ma Sihang, Frederick and Ms. Chen Lijie (Independent Non-executive Directors).*

\* For identification purposes only