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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**

**POLL RESULTS OF THE 2014 ANNUAL GENERAL MEETING  
POLL RESULTS OF THE 2015 FIRST  
H SHAREHOLDERS CLASS MEETING  
AND  
THE APPOINTMENT OF THE  
INDEPENDENT NON-EXECUTIVE DIRECTOR**

At the 2014 annual general meeting and the 2015 first H shareholders class meeting of the Company held on 25 June 2015, all resolutions set out in the notice of the 2014 annual general meeting, the notice of the 2015 first H shareholders class meeting both dated 11 May 2015, and the supplemental notice of the 2014 annual general meeting dated 9 June 2015 were duly passed.

At the AGM, Mr. Hu Shihai was elected as an independent non-executive Director of the fifth session of the board of directors of the Company.

References are made to the notice of the 2014 Annual General Meeting (the “**AGM**”) and the notice of the 2015 first H shareholders class meeting (the “**H Shareholders Class Meeting**”) both dated 11 May 2015, the supplemental notice of the 2014 AGM dated 9 June 2015, the circular dated 11 May 2015 and the supplemental circular dated 2 June 2015 (the “**Circulars**”) of Aluminum Corporation of China Limited\* (the “**Company**”). Terms used in this announcement shall have the same meanings as defined in the Circulars unless the context requires otherwise.

## **I. PARTICULARS OF THE MEETINGS**

1. Time of the meetings:
  - (1) Time of on-site meeting of the AGM: at 2:00 p.m. on Thursday, 25 June 2015.
  - (2) Time of on-site meeting of the H Shareholders Class Meeting: immediately after the AGM and the 2015 first A shareholders class meeting (the “**A Shareholders Class Meeting**”) of the Company on Thursday, 25 June 2015.
2. The time for network voting at the AGM: The time for voting on the voting platform of the Shanghai Stock Exchange Online Voting System is 9:15–9:25, 9:30–11:30 and 13:00–15:00 on 25 June 2015. The time for voting on the internet voting platform is 9:15–15:00 on 25 June 2015.
3. Venue of on-site meeting: the Company’s conference room at No. 62 North Xizhimen Street, Haidian District, Beijing, the People’s Republic of China.
4. Way of convening the meetings: both on-site voting and network voting were adopted for the AGM and on-site voting was adopted for the H Shareholders Class Meeting.
5. Convenor of the meetings: the board of directors.
6. Chairman of the meetings: Mr. Ge Honglin.
7. The meetings were convened in compliance with the requirements of the Company Law of the People’s Republic of China and the Articles of Association of the Company (the “**Articles of Association**”).

## **II. ATTENDANCE OF THE MEETINGS**

### **1. The AGM**

As at the date of the AGM, the Company has 14,903,798,236 Shares in issue. In respect of all the resolutions set out in the notice and supplemental notice of the AGM, the total number of Shares entitling the holders to attend and vote for or against all the resolutions through on-site voting or network voting at the meeting was 13,524,487,892 Shares. 87 Shareholders and proxies attended the AGM (including on-site meeting and network voting), representing 7,295,158,743 Shares, accounting for 53.94% of the total number of issued Shares of the Company as at the equity record date of the AGM (i.e. 25 May 2015), including 9 A Shareholders and proxies attended on-site meeting, representing 5,559,101,835 A Shares; 1 H Shareholder and proxy attended on-site meeting, representing 1,726,294,607 H Shares; and 77 A Shareholders attended network voting, representing 9,762,301 A Shares. Chinalco and its associates have abstained from voting on the resolution in relation to the Renewed Financial Services Agreement and the related annual caps and the resolution in relation to the renewal of the Non-exempt Continuing Connected Transactions and the related annual caps. Save as the above, none of the Shareholders has been imposed any restrictions regarding voting on the resolutions at the AGM. None of the Shareholders was entitled to attend but should abstain from voting in favour of any resolutions at the AGM.

### **2. The H Shareholders Class Meeting**

As at the date of the H Shareholders Class Meeting, the Company has 3,943,965,968 H Shares in issue. In respect of the resolution set out in the notice of H Shareholders Class Meeting, the total number of H Shares entitling the holders to attend and vote for or against the resolution at the meeting was 3,943,965,968 H Shares. 1 H Shareholder and proxy attended the meeting, representing 1,726,085,115 H Shares, accounting for 43.77% of the total number of issued H Shares of the Company as at the date of the H Shareholder Class Meeting. None of the Shareholders has been imposed any restrictions regarding voting on the resolution at the H Shareholders Class Meeting. None of the Shareholders was entitled to attend but should abstain from voting in favour of any resolutions at the H Shareholders Class Meeting.

### III. RESOLUTIONS CONSIDERED

All of the following resolutions were considered and passed by way of voting by poll at the meetings:

#### (I) Poll Results of the AGM

##### ***ORDINARY RESOLUTIONS***

1. To consider and approve the resolution in relation to the Directors' Report of the Company for the year ended 31 December 2014.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,568,861,136	99.99	3,000	0.01	0	0.00
H Shares	1,725,595,332	99.98	386,225	0.02	0	0.00
Total ordinary shares:	7,294,456,468	99.9947	389,225	0.0053	0	0.0000

2. To consider and approve the resolution in relation to the Supervisory Committee's Report of the Company for the year ended 31 December 2014.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,568,861,636	99.99	2,500	0.01	0	0.00
H Shares	1,725,536,232	99.97	440,825	0.03	0	0.00
Total ordinary shares:	7,294,397,868	99.9939	443,325	0.0061	0	0.0000

- To consider and approve the resolution in relation to the independent auditor's report and the audited financial report of the Company for the year ended 31 December 2014.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,568,858,436	99.99	5,200	0.01	0	0.00
H Shares	1,725,796,016	99.98	285,216	0.02	0	0.00
Total ordinary shares:	7,294,654,452	99.9960	290,416	0.0040	0	0.0000

- To consider and approve the resolution in relation to the proposed non-distribution of final dividend for the year 2014 and non-transfer of capital reserves to increase share capital.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,568,856,936	99.99	7,200	0.01	0	0.00
H Shares	1,725,347,915	99.95	799,600	0.05	0	0.00
Total ordinary shares:	7,294,204,851	99.9889	806,800	0.0111	0	0.0000

- To consider and approve the resolution in relation to the continuing connected transactions under the Renewed Financial Services Agreement and the proposed annual caps for the three years ending 25 August 2018.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	180,272,827	97.32	4,945,403	2.68	0	0.00
H Shares	1,419,300,534	83.35	283,433,548	16.65	0	0.00
Total ordinary shares:	1,599,573,361	84.7253	288,378,951	15.2747	0	0.00

6. To consider and approve the resolution in relation to the renewal of the Non-exempt Continuing Connected Transactions and the proposed annual caps for the three years ending 31 December 2018.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	185,214,530	99.99	3,700	0.01	0	0.00
H Shares	1,725,504,983	99.96	692,700	0.04	0	0.00
Total ordinary shares:	1,910,719,513	99.9636	696,400	0.0364	0	0.0000

7. To consider and approve the resolution in relation to the proposed provision of guarantees by the Company to Chalco Hong Kong and its subsidiaries for financing.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,568,855,936	99.99	8,200	0.01	0	0.00
H Shares	1,681,881,024	97.43	44,330,608	2.57	0	0.00
Total ordinary shares:	7,250,736,960	99.3922	44,338,808	0.6078	0	0.0000

8. To consider and approve the resolution in relation to the proposed provision of guarantees by the Company to CIT and its subsidiaries for financing.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,568,859,436	99.99	4,700	0.01	0	0.00
H Shares	1,681,873,574	97.43	44,319,508	2.57	0	0.00
Total ordinary shares:	7,250,733,010	99.3924	44,324,208	0.6076	0	0.0000

9. To consider and approve the resolution in relation to the matters on guarantees of Ningxia Energy and its subsidiaries for the year 2015.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,564,265,836	99.91	4,597,300	0.09	0	0.00
H Shares	1,339,485,899	78.67	363,277,708	21.33	0	0.00
Total ordinary shares:	6,903,751,735	94.9410	367,875,008	5.0590	0	0.0000

10. To consider and approve the resolution in relation to the remuneration standards for Directors and Supervisors of the Company for the year 2015.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,568,852,636	99.99	10,700	0.01	0	0.00
H Shares	1,724,455,942	99.95	888,341	0.05	0	0.00
Total ordinary shares:	7,293,308,578	99.9877	899,041	0.0123	0	0.0000

11. To consider and approve the resolution in relation to the renewal of liability insurance for year 2015–2016 for the Company’s Directors, Supervisors and other senior management.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,568,508,033	99.99	9,000	0.01	0	0.00
H Shares	1,690,414,098	98.83	19,981,637	1.17	0	0.00
Total ordinary shares:	7,258,922,131	99.7254	19,990,637	0.2746	0	0.0000

12. To consider and approve the resolution in relation to the re-appointment of auditors of the Company.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,568,856,936	99.99	7,200	0.01	0	0.00
H Shares	1,725,876,132	99.98	418,475	0.02	0	0.00
Total ordinary shares:	7,294,733,068	99.9942	425,675	0.0058	0	0.0000

### ***SPECIAL RESOLUTIONS***

13. To consider and approve the resolution in relation to the proposed issue of debt financing instruments by the Company.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,568,514,333	99.99	349,803	0.01	0	0.00
H Shares	1,647,887,441	95.47	78,231,782	4.53	0	0.00
Total ordinary shares:	7,216,401,774	98.9228	78,581,585	1.0772	0	0.0000

14. To consider and approve the resolution in relation to the proposed issue of overseas bond(s) by the Company or its subsidiaries.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,568,515,333	99.99	348,803	0.01	0	0.00
H Shares	1,648,041,982	95.48	78,018,891	4.52	0	0.00
Total ordinary shares:	7,216,557,315	98.9257	78,367,694	1.0743	0	0.0000

15. To consider and approve the resolution in relation to the general mandate to issue additional H Shares.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,563,825,033	99.90	5,039,103	0.10	0	0.00
H Shares	1,354,719,326	78.48	371,447,394	21.52	0	0.00
Total ordinary shares:	6,918,564,359	94.8392	376,486,497	5.1608	0	0.0000

16. To consider and approve the resolution in relation to the extension of the period of authorization relating to the Proposed A Share Issue.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
A Shares	5,568,846,536	99.99	17,600	0.01	0	0.00
H Shares	1,725,305,344	99.95	843,691	0.05	0	0.00
Total ordinary shares:	7,294,151,880	99.9882	146,000	0.0020	0	0.00

***ORDINARY RESOLUTION (CUMULATIVE VOTING)***

17. To consider and approve the resolution in relation to the by-election of an independent non-executive director of the fifth session of the board of directors of the Company:

17.1 To consider and approve the resolution in relation to the election of Mr. Hu Shihai as an independent non-executive director of the fifth session of the board of directors of the Company.

Voting results:

Serial number of resolution	Resolution	Votes for	Votes for representing the valid voting rights present at the AGM (%) <sup>Note</sup>	Whether elected
17	To consider and approve the resolution in relation to the election of Mr. Hu Shihai as an independent non-executive director of the fifth session of the board of directors of the Company.	7,132,979,447	99.9980	Yes

**(II) The H Shareholders Class Meeting**

- To consider and approve the resolution in relation to the extension of the period of authorization relating to the Proposed A Share Issue.

Voting results:

Type of Shareholders	For		Against		Abstain <sup>Note</sup>	
	Votes	Proportion (%)	Votes	Proportion (%)	Votes	Proportion (%)
H Shares	1,715,561,424	99.3903	10,523,691	0.6097	0	0.0000

*Note:* Pursuant to Article 79 of the Articles of Association, any abstained vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution.

**IV. LAWYER AS WITNESS**

The meetings were witnessed by lawyers from Jincheng Tongda & Neal, Beijing, the legal adviser of the Company, who issued a legal opinion on the meetings, concluding that the convening of and the procedures for holding the meetings, the voting procedures adopted, the eligibility of the person who convened the meetings and the eligibility of shareholders (or their proxies) who attended the meetings were in compliance with relevant requirements of relevant laws and the Articles of Association and that the voting results of the meetings were valid.

## V. SCRUTINEER

Hong Kong Registrars Limited, the H share registrar and transfer office of the Company, acted as the scrutineer of the AGM and the H Shareholders Class Meeting for the purpose of vote-taking.

## VI. THE APPOINTMENT OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Hu Shihai was elected as an independent non-executive Director of the fifth session of the board of directors of the Company at the AGM for a term commencing from the conclusion of the AGM to the election of the sixth session of the board of directors of the Company. Please refer to the supplemental notice of the AGM dated 9 June 2015 of the Company for the biographical details of Mr. Hu and other information required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules.

The Company held the 19th meeting of the fifth session of the board of directors immediately after the conclusion of the AGM, the A Shareholders Class Meeting and the H Shareholders Class Meeting. The board of directors elected Mr. Hu Shihai as the chairman of the remuneration committee, and the member of the audit committee, the nomination committee and the development and planning committee of the fifth session of the board of directors of the Company.

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

Beijing, the PRC  
25 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, Ms. Chen Lijie and Mr. Hu Shihai (Independent Non-executive Directors).*

\* *For identification purposes only*