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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**  
**CONTINUING CONNECTED TRANSACTIONS**  
**REVISION OF THE 2015 ANNUAL CAP**  
**REGARDING THE REVENUE TRANSACTIONS UNDER**  
**THE GENERAL AGREEMENT ON MUTUAL**  
**PROVISION OF PRODUCTION SUPPLIES AND**  
**ANCILLARY SERVICES; AND**  
**LABOR SERVICES AND ENGINEERING SERVICES**  
**AGREEMENT ENTERED INTO WITH CHINALCO**

References are made to the announcement of the Company dated 24 August 2012 and the circular of the Company dated 12 October 2012 in relation to, among other things, the continuing connected transactions and the annual caps for the three years ending 31 December 2015 under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services between the Company and Chinalco.

On 5 November 2001, the Company and Chinalco entered into the General Agreement on Mutual Provision of Production Supplies and Ancillary Services, pursuant to which Chinalco and the Company mutually provided production supplies and ancillary services to each other. On 24 August 2012, such agreement was renewed for three years and the term thereof was from 1 January 2013 to 31 December 2015. For the three years ending 31 December 2015, the existing annual caps regarding the Company's revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services were RMB7 billion, RMB7.5 billion and RMB8 billion, respectively.

As the Company sold 6 aluminum processing enterprises to Chinalco in June 2013 and then continued to provide electrolytic aluminium products to such enterprises, a significant increase was recorded in the sales amount of products and services regarding the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services between the Company and Chinalco. As such, the transaction amount of the production supplies and ancillary services provided by the Company to Chinalco for the year 2015 is expected to increase accordingly. Therefore, the Company and Chinalco entered into the Supplemental Agreement on 13 November 2015 to revise the existing annual cap for the year ending 31 December 2015 regarding the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services.

In addition, the Company and Chinalco entered into the Labor Services and Engineering Services Agreement on 13 November 2015, pursuant to which the Company shall provide labor services and engineering services to Chinalco.

As at the date of this announcement, Chinalco is the controlling Shareholder of the Company and thus is a connected person of the Company. As a result, the Supplemental Agreement and the Labor Services and Engineering Services Agreement entered into between the Company and Chinalco constitutes continuing connected transactions of the Company under the Hong Kong Listing Rules.

As one or more applicable percentage ratios (as defined in Rule 14A.06 under the Hong Kong Listing Rules) in respect of the revised annual cap for the revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services exceeds 5%, the revision of the 2015 annual cap of revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services shall be subject to the requirements of reporting, announcement and independent shareholder's approval under Chapter 14A of the Hong Kong Listing Rules.

As one or more applicable percentage ratios (as defined in Rule 14A.06 under the Hong Kong Listing Rules) in respect of the Labor Services and Engineering Services Agreement and the annual cap thereunder exceeds 0.1% but is less than 5%, the Labor Services and Engineering Services Agreement and the 2015 annual cap thereunder shall be subject to the requirements of reporting and announcement but exempt from independent shareholder's approval under Chapter 14A of the Hong Kong Listing Rules.

The Company will convene the EGM for purposes of seeking approval from Independent Shareholders with respect to the revision of the 2015 annual cap of the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services. On 13 November 2015, the Company will dispatch a circular to its Shareholders whereas the circular contains, inter alia, the resolution with respect to the revision of the 2015 annual cap of the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services. Since the Company needs some more time to prepare and implement certain information to be contained in the supplemental circular for Shareholders to make informed decisions at the EGM, the Company will dispatch a supplemental circular to its Shareholders on or prior to 14 December 2015 whereas such supplemental circular contains, inter alia, (i) the details about the revision of the 2015 annual cap of the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services; (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders; and (iii) a letter of opinion from the independent financial advisor to the Independent Board Committee and the Independent Shareholders.

## **1. BACKGROUND**

References are made to the announcement of the Company dated 24 August 2012 and the circular of the Company dated 12 October 2012 in relation to, among other things, the continuing connected transactions and the annual caps for the three years ending 31 December 2015 under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services between the Company and Chinalco.

On 5 November 2001, the Company and Chinalco entered into the General Agreement on Mutual Provision of Production Supplies and Ancillary Services, pursuant to which Chinalco and the Company mutually provided production supplies and ancillary services to each other. On 24 August 2012, such agreement was renewed for three years and the term thereof was from 1 January 2013 to 31 December 2015. For the three years ending 31 December 2015, the existing annual caps regarding the Company's revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services were RMB7 billion, RMB7.5 billion and RMB8 billion, respectively.

As the Company sold 6 aluminum processing enterprises to Chinalco in June 2013 and then continued to provide electrolytic aluminium products to such enterprises, a significant increase was recorded in the sales amount of products and services regarding the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services between the Company and Chinalco. As such, the transaction amount of the production supplies and ancillary services provided by the Company to Chinalco for the year 2015 is expected to increase accordingly. Therefore, the Company and Chinalco entered into the Supplemental Agreement on 13 November 2015 to revise the existing annual cap for the year ending 31 December 2015 regarding the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services.

In addition, the Company and Chinalco entered into the Labor Services and Engineering Services Agreement on 13 November 2015, pursuant to which the Company shall provide labor services and engineering services to Chinalco.

**2. REVISION OF THE 2015 ANNUAL CAP REGARDING THE REVENUE TRANSACTIONS UNDER THE GENERAL AGREEMENT ON MUTUAL PROVISION OF PRODUCTION SUPPLIES AND ANCILLARY SERVICES**

For the principal terms of the agreement, please refer to the announcement of the Company dated 24 August 2012 and the circular of the Company dated 12 October 2012.

For the two years ended 31 December 2014 and the ten months ended 31 October 2015, the historical transaction amounts of the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services between the Company and Chinalco were approximately RMB6.98 billion, RMB7.02 billion and RMB7.2 billion, respectively.

The Board has confirmed that as at the date of this announcement, the transaction amount of the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services for the year 2015 has not exceeded RMB8 billion, being the existing annual cap for the year 2015.

After taking the following factors into consideration, the Company and Chinalco intend to revise the 2015 annual cap regarding the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services to be RMB10 billion in the Supplemental Agreement: (i) the Company sold 6 aluminum processing enterprises to Chinalco in June 2013 and continued to provide electrolytic aluminium products to such enterprises, which resulted in a significant increase in the sales amount of products and services regarding the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services between the Company and Chinalco; and (ii) the increase in the proposed cap provides a buffer necessary to accommodate the unexpected fluctuation in respect of the growth of the revenue transactions under the agreement for the year 2015. Based on the above, the Directors (including independent non-executive Directors) are of the view that the revision of the annual cap regarding the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services is fair and reasonable, and is in the interests of the Company and its Shareholders as a whole.

Save as disclosed above, all the existing principal terms and conditions of the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services remain unchanged.

### **3. LABOR SERVICES AND ENGINEERING SERVICES AGREEMENT AND THE 2015 ANNUAL CAP THEREUNDER**

The principal terms of the agreement are set out as follows:

Date:	13 November 2015
Parties:	The Company, as provider (for itself and on behalf of its subsidiaries); and  Chinalco, as recipient (for itself and on behalf of its subsidiaries)
Term:	1 January 2015 to 31 December 2015
Nature of transaction:	Services provided by the Company to Chinalco: engineering design services, equipment repairs, logistics management services, etc.

(Note: Although the Company provided such services to Chinalco each year, the transactions were only recorded as a comparatively small amount and thus fall into the de minimis transactions under Chapter 14A of the Hong Kong Listing Rules.)

**Pricing:** The price is determined with reference to the comparable local market prices, which refer to the reference made to the prices charged or quoted by at least two independent third parties providing services with comparable scale in areas where such services were provided under normal trading conditions.

**Payment:** Chinalco shall make payment within three months upon the rendering of services by the Company and the settlement thereof.

The provision of labor services and engineering services under the Labor Services and Engineering Services Agreement is conducted in the ordinary and usual course of business of the Group. The Company will charge service fees for such services rendered. As such, the transaction will increase the total revenue and the profits of the Company.

Taking into consideration of the following factors, the Company and Chinalco propose to determine the 2015 annual cap under the Labor Services and Engineering Services Agreement to be RMB80 million: (i) in order to broaden income sources and obtain greater benefits for the Company and to align with the restructure of the operation management and business plan of the Company, the Company intends to provide more labor (including engineering) services to Chinalco; and (ii) the proposed cap provides a buffer necessary to accommodate the unexpected fluctuation in respect of the growth in such transactions for the year 2015.

To sum up, the Directors, including independent non-executive Directors, are of the view that the transactions contemplated under the Labor Services and Engineering Services Agreement were negotiated on arm's length basis and entered into in the ordinary course of business on normal commercial terms or better and that the terms of the Labor Services and Engineering Services Agreement, the transactions contemplated thereunder and the 2015 annual cap are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

The Board confirmed that, as at the date of this announcement, as one or more applicable percentage ratios (as defined in Rule 14A.06 under the Hong Kong Listing Rules) in respect of the transaction amounts of previous transactions under the Labor Services and Engineering Services Agreement is below 0.1%, such transactions fall into the de minimis transactions under Chapter 14A of the Hong Kong Listing Rules.

#### **4. IMPLICATIONS UNDER THE HONG KONG LISTING RULES**

As at the date of this announcement, Chinalco is the controlling Shareholder of the Company and thus is a connected person of the Company. As a result, the Supplemental Agreement and the Labor Services and Engineering Services Agreement entered into between the Company and Chinalco constitutes continuing connected transactions of the Company under the Hong Kong Listing Rules.

As one or more applicable percentage ratios (as defined in Rule 14A.06 under the Hong Kong Listing Rules) in respect of the revised annual cap for the revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services exceeds 5%, the revision of the 2015 annual cap of revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services shall be subject to the requirements of reporting, announcement and independent shareholder's approval under Chapter 14A of the Hong Kong Listing Rules.

As one or more applicable percentage ratios (as defined in Rule 14A.06 under the Hong Kong Listing Rules) in respect of the Labor Services and Engineering Services Agreement and the annual cap thereunder exceeds 0.1% but is less than 5%, the Labor Services and Engineering Services Agreement and the 2015 annual cap thereunder shall be subject to the requirements of reporting and announcement but exempt from independent shareholder's approval under Chapter 14A of the Hong Kong Listing Rules.

As Mr. Ge Honglin, Mr. Luo Jianchuan and Mr. Liu Caiming, the Directors of the Company, are concurrently holding positions in Chinalco, they have abstained from voting regarding the approval of the Board's resolution with respect to the revision of the annual cap regarding the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the entering into of the Labor Services and Engineering Services Agreement. Saved as disclosed above, none of the Directors has any material interest in the transactions and therefore none of the other Directors has abstained from voting regarding such resolutions of the Board.

The Company will convene the EGM for purposes of seeking approval from Independent Shareholders with respect to the revision of the 2015 annual cap of the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services. On 13 November 2015, the Company will dispatch a circular to its Shareholders whereas the circular contains, inter alia, the resolution with respect to the revision of the 2015 annual cap of the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services. Since the Company needs some more time to prepare and implement certain information to be contained in the supplemental circular for Shareholders to make such informed decision at the EGM, the Company will dispatch a supplemental circular to its Shareholders on or prior to 14 December 2015 whereas such supplemental circular contains, inter alia, (i) the details about the revision of the 2015 annual cap of the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services; (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders; and (iii) a letter of opinion from the independent financial advisor to the Independent Board Committee and the Independent Shareholders.

## **5. INFORMATION TO THE PARTIES TO THE AGREEMENT**

### **Information on the Company**

The Company is a joint stock company registered and incorporated in the PRC with limited liability, whose A Shares, H Shares and ADSs are listed on the Hong Kong Stock Exchange, the Shanghai Stock Exchange and the New York Stock Exchange respectively. The Company is primarily engaged in the mining of bauxite, the production and sales of aluminum oxide and primary aluminum, operation of coal and iron ores, and trading of other non-ferrous metal products.

### **Information on Chinalco**

Chinalco is the controlling Shareholder of the Company and it directly and indirectly holds approximately 34.45% of the total issued share capital of the Company as at the date of this announcement. Chinalco is a solely state-owned enterprise registered and incorporated under the laws of the PRC and injected entities and business into the Company at the establishment of the Company. Chinalco is primarily engaged in the business which includes the production and sales of aluminum, copper, rare earth and relevant non-ferrous metals and mineral products, smelted products, processed products and carbon products.

## 6. DEFINITION

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

“A Shares”	domestic shares with a nominal value of RMB1.00 each in the ordinary share capital of the Company, which are listed on the Shanghai Stock Exchange;
“ADSs”	American depository shares issued by The Bank of New York Mellon as depository bank and listed on the New York Stock Exchange, each of which represents the entitlement of 25 H shares;
“Board”	the board of Directors of the Company;
“Chinalco”	Aluminum Corporation of China (中國鋁業公司), a solely state-owned enterprise and the controlling Shareholder of the Company, which directly and indirectly holds approximately 34.45% 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 company incorporated in the PRC with limited liability, whose A Shares, H Shares and ADSs are listed on the Shanghai Stock Exchange, the Hong Kong Stock Exchange and the New York Stock Exchange respectively;
“connected person”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;
“Directors”	the directors of the Company;
“EGM”	the 2015 second extraordinary general meeting to be held by the Company for considering and approving, among other things, the revision of the annual cap for 2015 regarding the revenue transactions (收入交易) under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services;

“General Agreement on Mutual Provision of Production Supplies and Ancillary Services”	the general agreement on mutual provision of production supplies and ancillary services entered into between the Company and Chinalco on 5 November 2001 and renewed on 24 August 2012 for a term of three years from 1 January 2013 to 31 December 2015;
“Labor Services and Engineering Services Agreement”	the labor services and engineering services agreement entered into between the Company and Chinalco on 13 November 2015 for a term from 1 January 2015 to 31 December 2015;
“H shares”	overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Hong Kong Stock Exchange and subscribed in Hong Kong dollars;
“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;
“Independent Board Committee”	the independent committee of the Board, the members of which consist of the independent non-executive Directors, formed to advise the Independent Shareholders with respect to the revision of the 2015 annual cap regarding the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services;
“Independent Shareholders”	the Shareholders (other than Chinalco and its associates) who are not required to abstain from voting regarding the approval of the resolution with respect to the revision of the annual cap for 2015 regarding the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services proposed at the EGM;
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region and Taiwan;

“RMB”	the lawful currency of the PRC;
“Shareholder(s)”	the shareholder(s) of the Company;
“subsidiary”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;
“Supplemental Agreement”	the supplemental agreement entered into by and between the Company and Chinalco on 13 November 2015 for purposes of amending the annual cap regarding the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services for the year ending 31 December 2015; and
“%”	percentage.

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

Beijing, the PRC  
13 November 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 Si-hang, Frederick, Ms. Chen Lijie and Mr. Hu Shihai (Independent Non-executive Directors).*

\* *For identification purpose only*