

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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
DISCLOSEABLE TRANSACTION
DISPOSAL OF CERTAIN ASSETS OF GUIZHOU BRANCH

The Board announces that, Guizhou Branch, the People's Government of the Baiyun District of Guiyang, Guiyang Land Reserve Centre, and Guizhou Aluminum Plant entered into the Land Reserve Acquisition Cooperation Agreement on 13 November 2015. As the land of Guizhou Aluminum Plant occupied by the electrolytic aluminum plant area of Guizhou Branch would be transferred to the respective land resources and reserve authorities, pursuant to the Agreement, Guizhou Branch agreed to sell and Guiyang Land Reserve Centre agreed to acquire the assets such as buildings and structures located at the aluminum area of Guizhou Branch.

As the applicable percentage ratio (as defined in the Hong Kong Listing Rules) of the Disposal exceeds 5% but is less than 25%, the Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Hong Kong Listing Rules.

1. INTRODUCTION

The Board announces that, Guizhou Branch, the People's Government of the Baiyun District of Guiyang, Guiyang Land Reserve Centre and Guizhou Aluminum Plant entered into the Land Reserve Acquisition Cooperation Agreement on 13 November 2015. As the land of Guizhou Aluminum Plant occupied by the electrolytic aluminum plant area of Guizhou Branch would be transferred to the respective land resources and reserve authorities, pursuant to the Agreement, Guizhou Branch agreed to sell and Guiyang Land Reserve Centre agreed to acquire the assets such as buildings and structures located at the aluminum area of Guizhou Branch.

2. LAND RESERVE ACQUISITION COOPERATION AGREEMENT

The terms relating to the Disposal under the Land Reserve Acquisition Cooperation Agreement were as follows:

Date: 13 November 2015

Parties: Guizhou Branch (Seller of the Subject Assets);
Guiyang Land Reserve Centre (Purchaser of the Subject Assets)

Note (1): Guizhou Aluminum Plant is a party to the Land Reserve Acquisition Cooperation Agreement, pursuant to which Guizhou Aluminum Plant agreed to surrender the land certificate (土地證) to Guiyang Land Reserve Centre.

(2): The People's Government of Baiyun District in Guiyang is also a party to the Land Reserve Acquisition Cooperation Agreement, pursuant to which the People's Government of Baiyun District in Guiyang is mainly responsible for project coordination.

Scope of the Subject Assets: Assets such as buildings and structures located at the electrolytic aluminum plant area of Guizhou Branch of the Company.

**Consideration for
the transfer of
the Subject Assets:**

The People's Government of Baiyun District in Guiyang and Guiyang Land Reserve Centre engaged an independent third party as the appraisal firm, which adopted the asset based approach to evaluate the Subject Assets under the Disposal. Based on the appraisal results of the appraisal firm, Guiyang Land Reserve Centre offered RMB1.95 billion for the respective estimated value for the Subject Assets under the Disposal. Guizhou Branch and Guiyang Land Reserve Centre underwent negotiation on arm's length basis, and unanimously agreed that the consideration for the Subject Assets under the Disposal should be RMB1.95 billion.

**Payment of
the Consideration for
the transfer:**

People's Government of Baiyun District in Guiyang, on behalf of Guiyang Land Reserve Centre, agreed to pay the consideration in the following way:

- (1) First installment: RMB600 million will be payable within 30 days after the Agreement becomes effective and before 31 December 2015;
- (2) Second installment: RMB200 million will be payable by the end of December 2017;
- (3) Third installment: RMB1,000 million will be payable by the end of June 2018;
- (4) Fourth installment: RMB150 million will be payable by the end of December 2018.

**Transfer of the
Subject Assets:**

Guizhou Branch shall complete the transfer of the Subject Assets to Guiyang Land Reserve Centre within 30 days after the Land Reserve Acquisition Cooperation Agreement was signed.

**Effectiveness of
the Agreement:**

The Land Reserve Acquisition Cooperation Agreement shall become effective after being signed by each of the parties with seal affixed upon the approval of the People's Government of Guiyang.

3. INFORMATION OF THE SUBJECT ASSETS

The Subject Assets under the Disposal are mainly the buildings and structures at the electrolytic aluminum plant area of Guizhou Branch located at Baiyun District in Guiyang, which are buildings and structures mainly used for production and operation purposes.

As of 31 October 2015, the book value of the Subject Assets is RMB426 million.

As the Subject Assets are the premises for production and operation, they cannot generate cash flow on their own. With reference to the available financial information of the Company prepared in accordance with IFRS, for the financial years ended 31 December 2013 and 31 December 2014, there had been no net profit generated by the Subject Assets (before and after deducting taxation and extraordinary items).

4. FINANCIAL EFFECT OF THE DISPOSAL AND THE USE OF PROCEEDS

The Company expects that the Disposal will record an estimated book value gain of approximately RMB1 billion. Such amount was arrived from the book value of the Subject Assets, which had already taken into account the estimated taxation payable (subject to the final determination by relevant PRC taxation authorities) relating to the Disposal. Shareholders should note that the actual gain from the Disposal shall be derived from the relevant figures on the date the Disposal is completed and is subject to audit. Hence, it may be different from the above amount. The Company intends to utilize the proceeds from the Disposal on the general working capital or future investment opportunities of the Company.

5. REASONS FOR AND BENEFITS OF THE TRANSACTION

As the land of Guizhou Aluminum Plant occupied by the electrolytic aluminum plant area of Guizhou Branch have to be returned to the local land resources and reserve authorities, Guizhou Branch sells the buildings and structures on the land of Guizhou Aluminum Plant to Guiyang Lang Reserve Centre. Upon the completion of this transaction, the Company will have its cash flow increased, whilst the gearing ratio and operating cost will decrease, to ensure the sound and healthy development of the Company.

6. IMPLICATIONS UNDER THE HONG KONG LISTING RULES

As the applicable percentage ratio (as defined in the Hong Kong Listing Rules) exceeds 5% but is less than 25%, the Disposal constitutes a discloseable transaction of the Company under Chapter 14 of the Hong Kong Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the purchaser of the Subject Assets, being Guiyang Land Reserve Centre, are independent third parties to the Company and the connected parties of the Company (as defined in Hong Kong Listing Rules).

The Directors (including the independent non-executive Directors) are of the view that the Disposal is made on normal commercial terms and the terms contained therein are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole.

7. INFORMATION OF THE PARTIES

Information of the Company

The Company is a joint stock limited company established in the PRC, whose Shares are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange and its ADSs are listed on the New York Stock Exchange. The Company is principally engaged in the mining of bauxite, the production and sale of alumina and primary aluminum, the operation of coal and iron ore businesses as well as the trading of other non-ferrous metal products.

Information of Guiyang Land Reserve Centre

Guiyang Land Reserve Centre was established on 15 June 2011, which is the subordinate institution immediately under and wholly funded by Guiyang. The Guiyang Land Reserve Centre is responsible for land acquisition, reserve, transfer, first tier land development and management, operations and mineral resource reserve work within the urban planning area in Guiyang. The Guiyang Land Reserve Centre is also a platform for government investment and financing, in particular taking up market operation, development and consolidation, and investment financing for land and mineral resources.

8. DEFINITIONS

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

“A Share(s)”	domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange;
“ADS(s)”	the American depository share(s) issued by the Bank of New York Mellon as the 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;
“Company”	Aluminum Corporation of China Limited* (中國鋁業股份有限公司), a joint stock limited company established in the PRC, the A Shares, H Shares and ADSs of which are listed on the Shanghai Stock Exchange, the Hong Kong Stock Exchange and the New York Stock Exchange, respectively;
“Director(s)”	the director(s) of the Company;
“Disposal”	Guizhou Branch agreed to sell and Guiyang Land Reserve Centre agreed to acquire the Subject Assets pursuant to the Land Reserve Acquisition Cooperation Agreement, of which details were set out in this announcement;
“Guiyang Land Reserve Centre”	Guiyang Land and Mineral Resources Reserve Centre* (貴陽市土地礦產資源儲備中心);
“Guizhou Aluminum Plant”	Guizhou Aluminum Plant* (中鋁公司貴州鋁廠), a limited liability company established in the PRC, which is a wholly-owned subsidiary of Chinalco as at the date of the announcement;

“Guizhou Branch”	Guizhou Branch of Aluminum Corporation of China Limited* (中國鋁業股份有限公司貴州分公司);
“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;
“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;
“IFRS”	International Financial Reporting Standards;
“Land Reserve Acquisition Cooperation Agreement” or “Agreement”	the Company, People’s Government of the Baiyun District of Guiyang, Guiyang Land Reserve Centre, and Guizhou Branch entered into the Land Reserve Acquisition Cooperation Agreement regarding the aluminum area of Baiyun District on 13 November 2015;
“People’s Government of the Baiyun District of Guiyang”	The People’s Government of the Baiyun District of Guiyang* (貴陽市白雲區人民政府);
“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;

“Shareholder(s)”	the shareholder(s) of the Company;
“Subject Assets”	assets such as buildings and structures at the aluminum area of Guizhou Branch in Baiyun District of Guiyang;
“%”	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*