
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in Aluminum Corporation of China Limited*, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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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)

2016 FIRST EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at the Company's conference room, No. 62 North Xizhimen Street, Haidian District, Beijing, the PRC at 2:00 p.m. on Friday, 8 April 2016 is set out at page 5 to page 6 of this circular.

Reply slip and form of proxy for use at the EGM are enclosed and are also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). Shareholders who intend to attend the EGM should complete and return the reply slip in accordance with the instructions printed thereon on or before Friday, 18 March 2016. Shareholders who intend to appoint a proxy to attend the EGM are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

23 February 2016

* *For identification purposes only*

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DEFINITIONS

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

“A Share(s)”	the domestic share(s) issued by the Company and denominated in RMB and which are listed on the Shanghai Stock Exchange;
“A Shareholder(s)”	holder(s) of A Shares;
“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, with each ADS representing 25 H Shares;
“Articles of Association”	the articles of association of the Company;
“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 ADS(s) 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;
“EGM”	the 2016 first extraordinary general meeting of the Company to be held at the Company’s conference room, No. 62 North Xizhimen Street, Haidian District, Beijing, the PRC at 2:00 p.m. on Friday, 8 April 2016;
“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;
“Latest Practicable Date”	18 February 2016, being the latest practicable date in ascertaining certain information contained in this circular prior to its publishing;
“PRC”	The People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	A Shares and H Shares; and
“Shareholder(s)”	A Shareholders and H Shareholders.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Ao Hong
Mr. Liu Xiangmin
Mr. Jiang Yinggang

Registered office:

No. 62 North Xizhimen Street
Haidian District
Beijing
The People's Republic of China
Postal code: 100082

Non-executive Directors:

Mr. Liu Caiming
Mr. Wang Jun

Principal place of business:

No. 62 North Xizhimen Street
Haidian District
Beijing
The People's Republic of China
Postal code: 100082

Independent non-executive Directors:

Ms. Chen Lijie
Mr. Hu Shihai
Mr. Lie-A-Cheong Tai Chong, David

Principal place of business in Hong Kong:

6th Floor, Nexxus Building
41 Connaught Road Central
Central
Hong Kong

23 February 2016

To the Shareholders

Dear Sirs or Madams,

2016 FIRST EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and to provide you with

LETTER FROM THE BOARD

all the information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolution for consideration at the EGM:

ORDINARY RESOLUTION (CUMULATIVE VOTING)

- 1 To consider and approve the resolution in relation to the election of Mr. Yu Dehui as a non-executive Director of the fifth session of the Board of the Company.

II. PROPOSED ELECTION OF DIRECTOR

Reference is made to the announcement of the Company dated 16 February 2016 in relation to, among other things, the proposed election of the Director.

On 16 February 2016, the Board proposed to convene the EGM to elect Mr. Yu Dehui (“**Mr. Yu**”) as a non-executive Director of the fifth session of the Board of the Company (the “**Proposed Election**”). The appointment of Mr. Yu is subject to the approval by the Shareholders at the EGM.

The biographical details of Mr. Yu are as follows:

Mr. Yu Dehui, aged 56, graduated from Ecole des Hautes Etudes en Sciences Sociales (EHESS) and School of Economics of Paris West University Nanterre La Défense, majoring in development economics, with a doctoral degree in economics, and he is a professor. Mr. Yu has extensive experience in various aspects such as energy, non-ferrous metals, economics and management. He successively served as the deputy general manager for technology and the general manager of SPEIC (法國斯佩克環保工程股份公司), the deputy head of Department of Science & Technology and Standards of State Bureau of Environmental Protection (國家環境保護局), the deputy head and head of Department of Science & Technology and Standards of State Environmental Protection Administration (國家環境保護總局). And he took temporary posts as an assistant to the chairman of the government of the Inner Mongolia Autonomous Region (內蒙古自治區), a standing member of the Municipal Committee and a deputy mayor of Baotou City. He had also served as a vice chairman of the government of the Inner Mongolia Autonomous Region, a member of the Party Committee and a deputy general manager of China Power Investment Corporation (中國電力投資集團公司), and a member of the Party Committee and a deputy general manager of State Power Investment Corporation (國家電力投資集團公司). Mr. Yu currently serves as the general manager, a director and the deputy secretary of the Party Committee of Aluminum Corporation of China (中國鋁業公司).

LETTER FROM THE BOARD

To the knowledge of the Board, save as disclosed above, Mr. Yu did not hold any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company, nor does he hold any position in the Company or any of its subsidiaries. As at the Latest Practicable Date, Mr. Yu does not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any information in relation to the Proposed Election of Mr. Yu that needs to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Hong Kong Listing Rules, nor are there any matters that need to be brought to the attention of the Shareholders.

The term of office of Mr. Yu will commence from the conclusion of the EGM and expire on the election of the sixth session of the Board of the Company. Upon approval on the election of the Mr. Yu as a non-executive Director of the fifth session of the Board of the Company at the EGM, the Company will enter into a service contract with Mr. Yu and determine his remuneration according to the relevant remuneration policy of the Company.

III. THE EGM

A notice convening the EGM to be held at the Company's conference room, No. 62 North Xizhimen Street, Haidian District, Beijing, the PRC at 2:00 p.m. on Friday, 8 April 2016 is set out at page 5 to page 6 of this circular.

Reply slip and form of proxy for use at the EGM are enclosed and are also published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk). Shareholders who intend to attend the EGM should complete and return the reply slip in accordance with the instructions printed thereon on or before Friday, 18 March 2016. Shareholders who intend to appoint a proxy to attend the EGM are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll. The Company will announce the results of the poll in accordance with the Hong Kong Listing Rules after the EGM.

LETTER FROM THE BOARD

IV. CLOSURE OF H SHARE REGISTER OF MEMBERS

Pursuant to the provisions of the Articles of Association, the H Share Register of Members will be closed from Wednesday, 9 March 2016 to Friday, 8 April 2016 (both days inclusive). Shareholders whose names appear on the H Share Register of Members at 4:30 p.m. on Tuesday, 8 March 2016 are entitled to attend and vote at the EGM after completing the registration procedures for attending the meeting. In order for the H Shareholders to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share Registrar, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Tuesday, 8 March 2016 for registration.

V. RECOMMENDATIONS

The Directors (including independent non-executive Directors) consider that the resolution set out in the notice of the EGM is in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the above proposed resolution.

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

* *For identification purposes only*

NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 First Extraordinary General Meeting (the “**EGM**”) of Aluminum Corporation of China Limited* (the “**Company**”) will be held at the Company’s conference room, No. 62 North Xizhimen Street, Haidian District, Beijing, the People’s Republic of China at 2:00 p.m. on Friday, 8 April 2016 for the purposes of considering, and if thought fit, approving the following resolution (unless otherwise specified, words used in this notice has the same meaning as defined in the circular of the Company dated 23 February 2016 (the “**Circular**”)):

ORDINARY RESOLUTION (CUMULATIVE VOTING)

1. To consider and approve the resolution in relation to the election of Mr. Yu Dehui as a non-executive Director of the fifth session of the Board of the Company.

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

Beijing, the PRC
23 February 2016

NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

- (a) Details of the above resolution are set out in the circular dated 23 February 2016 regarding the EGM.
- (b) Pursuant to the provisions of the Articles of Association, the H Share Register of Members of the Company will be closed from Wednesday, 9 March 2016 to Friday, 8 April 2016 (both days inclusive). Shareholders whose names appear on the H Share Register of Members at 4:30 p.m. on Tuesday, 8 March 2016 are entitled to attend and vote at the EGM after completing the registration procedures for attending the meeting. In order for the H Shareholders to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant H Share certificates must be lodged with the Company's H Share Registrar, Hong Kong Registrars Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Tuesday, 8 March 2016 for registration.
- (c) Holders of A Shares or H Shares, who intend to attend the EGM, must complete the reply slip for attending the EGM and return them to the Company's Board Office no later than 20 days before the date of the EGM, i.e. on or before Friday, 18 March 2016.

Details of the Company's Board Office are as follows:

No. 62 North Xizhimen Street, Haidian District, Beijing,
The People's Republic of China Postal Code: 100082
Tel: (8610) 8229 8161/8162
Fax: (8610) 8229 8158

- (d) Each holder of H Shares who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the EGM. The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing, if that instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified.
- (e) To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share Registrar, Hong Kong Registrars Limited, the address of which is set out in Note (b) above, not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof in order for such document to be valid.
- (f) Each holder of A Shares who is entitled to attend the EGM and is entitled to vote is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the EGM, and Notes (d) to (e) also apply to A Shareholders, except that the form of proxy or other documents of authority must be delivered to the Company's Board Office, the address of which is set out in Note (c) above, not less than 24 hours before the time for holding the EGM or any adjournment thereof, in order for such documents to be valid.
- (g) If a proxy attends the EGM on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his legal representative, and specifying the date of its issuance. If a legal person shareholder appoints its corporate representative to attend the EGM, such representative should produce his/her ID card and the notarised copy of the resolution passed by the Board or other authorities or other notarised copy of the authorisation issued by such legal person shareholder.
- (h) Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.
- (i) All votings at the EGM will be conducted by poll. The cumulative voting method shall be adopted for the voting of Resolution No. 1. The cumulative voting method refers to the voting for the election of Directors, independent Directors or supervisors where each share is entitled to the same number of votes which equals to the total number of Directors, independent Directors or supervisors to be elected, and shareholders may consolidate their voting rights when casting a vote. The cumulative voting method includes the regular voting method where shareholders may cast their votes with partial or all voting rights.

** For identification purposes only*