
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, 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 supplemental circular.



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)

**SUPPLEMENTAL CIRCULAR
2016 ANNUAL GENERAL MEETING
IN RELATION TO
(1) PROPOSED ACQUISITION OF 40% EQUITY INTERESTS
IN CHALCO SHANGHAI; AND
(2) PROPOSED JOINT ESTABLISHMENT OF INDUSTRY
FUND WITH BOCOMMTRUST**

This supplemental circular should be read together with the circular and notice of the AGM dated 12 May 2017.

A letter from the Board containing details of (i) the proposed acquisition of 40% equity interests in Chalco Shanghai by the Company; and (ii) the proposed joint establishment of the Industry Fund by the Company and BOCOMMTRUST, is set out on pages 1 to 6 of this supplemental circular.

9 June 2017

* *For identification purpose only*

CONTENTS

	<i>Page</i>
DEFINITIONS	ii
LETTER FROM THE BOARD	1

DEFINITIONS

In this supplemental 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 subscribed for in Renminbi 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;
“AGM”	the 2016 annual 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 Wednesday, 28 June 2017, for the purposes of considering, and if thought fit, approving (among other things) (i) the proposed acquisition of 40% equity interests in Chalco Shanghai by the Company; and (ii) the proposed joint establishment of the Industry Fund by the Company and BOCOMMTRUST;
“associate”	has the same meaning ascribed thereto under Chapter 14A of the Hong Kong Listing Rules;
“Benchmark Date”	31 December 2016;
“Board”	the board of Directors of the Company;
“BOCOMMTRUST”	Bank of Communications International Trust Co., Ltd.* (交銀國際信託有限公司), a company incorporated in the PRC with limited liability, being a controlled subsidiary of Bank of Communications Co., Ltd.* (交通銀行股份有限公司) as at the Latest Practicable Date and the preferential limited partner of the Industry Fund;
“Chalco Shanghai”	Chalco (Shanghai) Co., Ltd.* (中鋁 (上海) 有限公司), a limited liability company incorporated in the PRC and its equity interests were held as to 60% by the Company and 40% by Chinalco prior to the completion of the Proposed Acquisition;
“Chinalco”	Aluminum Corporation of China* (中國鋁業公司), a wholly state-owned enterprise established in the PRC and the controlling shareholder of the Company holding directly and indirectly approximately 35.77% of the total issued share capital of the Company as at the Latest Practicable Date;

DEFINITIONS

“Chinalco Jianxin”	Chinalco Jianxin Investment Fund Management (Beijing) Company Limited* (中鋁建信投資基金管理(北京)有限公司), a company incorporated in the PRC with limited liability, being the general partner and manager of the Industry Fund and a subsidiary of Chinalco, the controlling shareholder of the Company as at the Latest Practicable Date;
“Chongqing Rongkuang”	Chongqing Rongkuang Assets and Real Estate Appraisal Co., Ltd.* (重慶融礦資產評估房地產土地估價有限公司), a qualified valuer in the PRC, jointly appointed by Chinalco and the Company to evaluate the value of 40% equity interests in Chalco Shanghai;
“Company”	Aluminum Corporation of China Limited*(中國鋁業股份有限公司), a joint stock limited company incorporated 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;
“connected person(s)”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;
“Director(s)”	the director(s) of the Company;
“Equity Transfer Agreement”	the agreement entered into between Chinalco and the Company on 12 May 2017, pursuant to which, Chinalco agreed to sell and the Company agreed to acquire 40% equity interests in Chalco Shanghai;
“Group”	the Company and its subsidiaries;
“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;

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Industry Fund”	the industry investment fund to be established by the Company, BOCOMMTRUST and Chinalco Jianxin through cooperation;
“Latest Practicable Date”	5 June 2017, being the latest practicable date of ascertaining certain information contained in this supplemental circular prior to its publication;
“Partnership Agreement”	the agreement dated 23 May 2017 entered into among the Company, BOCOMMTRUST and Chinalco Jianxin, pursuant to which the Company, BOCOMMTRUST and Chinalco Jianxin agreed to establish the Industry Fund through cooperation;
“PRC”	the People’s Republic of China which, for the purposes of this supplemental circular, excludes Hong Kong, the Macau Special Administrative Region and the Taiwan region;
“Proposed Acquisition”	the proposed acquisition of 40% equity interests in Chalco Shanghai held by Chinalco by the Company according to terms and conditions of the Equity Transfer Agreement;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	A Shares and H Shares;
“Shareholder(s)”	A Shareholders and H Shareholders;
“subsidiary”	has the same meaning ascribed thereto under the Hong Kong Listing Rules; and
“%”	per cent.

* *For identification purpose only*

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 (President)
Mr. Lu Dongliang
Mr. Jiang Yinggang

Non-executive Directors:

Mr. Yu Dehui (Chairman)
Mr. Liu Caiming
Mr. Wang Jun

Independent Non-executive Directors:

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

Registered office:

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

Principal place of business:

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

Principal place of business in Hong Kong:

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

9 June 2017

To the Shareholders

Dear Sirs or Madams,

SUPPLEMENTAL CIRCULAR
2016 ANNUAL GENERAL MEETING
IN RELATION TO
(1) PROPOSED ACQUISITION OF 40% EQUITY INTERESTS IN CHALCO
SHANGHAI; AND
(2) PROPOSED JOINT ESTABLISHMENT OF INDUSTRY
FUND WITH BOCOMMTRUST

LETTER FROM THE BOARD

I INTRODUCTION

Reference is made to the circular of the Company dated 12 May 2017, in relation to each of the resolutions to be proposed at the AGM for consideration and approval.

The purpose of this supplemental circular is to, among other things, provide you with all the information reasonably necessary regarding (i) the proposed acquisition of 40% equity interests in Chalco Shanghai by the Company; and (ii) the proposed joint establishment of the Industry Fund by the Company and BOCOMMTRUST, to enable you to make informed decisions on whether to vote for or against the proposed relevant resolutions at the AGM.

II PROPOSED ACQUISITION OF 40% EQUITY INTERESTS IN CHALCO SHANGHAI BY THE COMPANY

On 12 May 2017, the Company entered into an Equity Transfer Agreement with Chinalco, subject to conditions precedent. Pursuant to the Equity Transfer Agreement, Chinalco has agreed to dispose and the Company has agreed to acquire the 40% equity interests in Chalco Shanghai.

The consideration for the Proposed Acquisition is RMB1,413,288.8 thousand, being the transfer price as agreed in the Equity Transfer Agreement, which is determined with reference to the appraised value of the equity interests in Chalco Shanghai as set out in the asset appraisal report prepared by Chongqing Rongkuang based on the asset-based approach as at the Benchmark Date. The consideration will be financed by the Group in its own cash and shall be paid in a lump sum by the Company within 30 days commencing from the following day of the effective date of the Equity Transfer Agreement. Both parties shall complete the equity transfer within 15 business days upon effectiveness of the Equity Transfer Agreement and cooperate with Chalco Shanghai in proceeding with the procedures for equity transfer registration.

According to the asset appraisal report prepared by Chongqing Rongkuang based on the asset-based approach as at the Benchmark Date, as of the Benchmark Date, the book value and the appraised value of the total assets of Chalco Shanghai are RMB1,345,548.1 thousand and RMB3,910,461.1 thousand, respectively; the book value and the appraised value of the total liabilities are RMB377,239.1 thousand and RMB377,239.1 thousand, respectively; and the book value and the appraised value of the net assets are RMB968,309.0 thousand and RMB3,533,222.0 thousand, respectively, representing a valuation appreciation of to RMB2,564,912.9 thousand, or appreciation rate of 264.89%.

The Company currently holds 60% equity interests in Chalco Shanghai, thus Chalco Shanghai is a non-wholly owned subsidiary of the Company. Upon completion of the Proposed Acquisition, Chalco Shanghai will become a wholly owned subsidiary of the Company. The original cost of Chalco Shanghai invested by Chinalco amounts to the capital contributions made by Chinalco since the establishment of Chalco Shanghai. The Directors do not consider the original cost of Chalco Shanghai to Chinalco directly relevant to the determination of the consideration of the Proposed Acquisition.

LETTER FROM THE BOARD

The acquisition of 40% equity interests in Chalco Shanghai by the Company is the need of the strategic layout and business development plan of the Company. After the completion of the Proposed Acquisition, Chalco Shanghai will become a wholly owned subsidiary of the Company. The Company can make full use of the advantage of Shanghai as an international financial centre and its location to take Chalco Shanghai as a financial, trade and logistics centre of the Company, expanding external financing and overseas trade, which would bring new arena of profit growth to the Company. The Directors (including the independent non-executive Directors) are of the view that the Proposed Acquisition is on normal commercial terms, is fair and reasonable and is in the interests of the Company and the Shareholders as a whole, but is not in the ordinary or usual course of business of the Group due to the nature of such transaction.

As at the Latest Practicable Date, Chinalco is the controlling shareholder of the Company and hence it is a connected person of the Company under the Hong Kong Listing Rules. As such, the Proposed Acquisition constitutes a connected transaction under Chapter 14A of the Hong Kong Listing Rules. As the highest applicable percentage ratio (as defined under the Hong Kong Listing Rules) in respect of the Proposed Acquisition exceeds 0.1% but is less than 5%, the transaction is subject to the reporting and announcement requirements but is exempted from independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules. As Mr. Yu Dehui and Mr. Liu Caiming, the Directors of the Company, concurrently hold positions in Chinalco, they have abstained from voting on the Board resolution with respect to the Proposed Acquisition. Saved as disclosed above, none of the Directors has any material interest in the transaction contemplated under the Equity Transfer Agreement and therefore none of the other Directors has abstained from voting on such Board resolution.

For details of the transaction, please refer to the announcement dated 12 May 2017 published on the websites of the Hong Kong Stock Exchange and Shanghai Stock Exchange in relation to proposed acquisition of 40% equity interests in Chalco Shanghai by the Company.

As the Proposed Acquisition is required to be proposed at the general meeting for consideration in accordance with relevant requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Company will seek approval for the Proposed Acquisition from shareholders at the AGM.

III PROPOSED JOINT ESTABLISHMENT OF INDUSTRY INVESTMENT FUND BY THE COMPANY AND BOCOMMTRUST

On 23 May 2017, the Company entered into the Partnership Agreement with BOCOMMTRUST and Chinalco Jianxin, subject to fulfilment of conditions precedent. Pursuant to the Partnership Agreement, the Company, BOCOMMTRUST and Chinalco Jianxin agreed to establish the Industry Fund with a size of RMB2,000.2 million through cooperation, of which the investment to be made by the Company shall be RMB660 million. The Company is the subordinated limited partner of the Industry Fund; BOCOMMTRUST is the preferential limited partner of the Industry Fund; and Chinalco Jianxin is the general partner and manager of the Industry Fund.

LETTER FROM THE BOARD

The business scope of the Industry Fund includes debt investments, subject to the business scope approved by the relevant industry and commerce registration authority. The Industry Fund shall engage in investments with its own assets subject to compliance with applicable laws and regulations and the conditions set out in the Partnership Agreement. With the unanimous consent of all partners, the business scope of the Industry Fund may be changed. The Industry Fund shall be established on the issue date of its business license with a term of not more than 10 years.

The size of the Industry Fund will be RMB2,000.2 million which will be contributed by the parties as follows:

- (1) The Company shall contribute RMB660 million, representing approximately 33.00% of the size of the Industry Fund;
- (2) BOCOMMTRUST shall contribute RMB1,340 million, representing approximately 67.00% of the size of the Industry Fund;
- (3) Chinalco Jianxin shall contribute RMB0.2 million, representing approximately 0.01% of the size of the Industry Fund.

Contributions to be made by the parties to the Industry Fund are determined by the general partner and limited partners after arm's length negotiations with reference to the capital needs of the Industry Fund. The contributions to be made by all partners will be paid in cash in instalments according to the Partnership Agreement. Pursuant to the Partnership Agreement or its supplemental agreement, or upon unanimous consent of all partners, the partners may increase or reduce their contributions to the Industry Fund. The contribution to be made by the Company shall be financed by the Group with its own cash.

The general partner is responsible for the affairs as well as property management and utilisation of the Industry Fund, and is entitled to charge an annual management fee equivalent to 0.05% of the paid-up contributions made by the partners. The Industry Fund shall set up partners' meetings, which shall be consisted of all partners, to consider amendments to the Partnership Agreement and other important issues. The Industry Fund will be set up with an investment decision-making committee as the supreme decision-making body in relation to the investments of the partnership.

Investment income and principal shall be first distributed to the preferential limited partner, and the remaining balance (if any) shall be distributed to the general partner. Upon distribution to the general partner, the remaining balance (if any) shall be allocated to the subordinated limited partner.

The establishment of the Industry Fund will help to satisfy the need of construction of major projects and to replenish the working capital required for operation of the Company. Furthermore, the Industry Fund, as an operation platform, will help to provide strong financial support for

LETTER FROM THE BOARD

expediting the Company's structural adjustment, transformation and upgrade. The Directors (including the independent non-executive Directors) are of the view that the transaction contemplated under the Partnership Agreement is on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole, but is not in the ordinary or usual course of business of the Group due to the nature of such transaction.

As at the Latest Practicable Date, Chinalco Jianxin is an associate of Chinalco, the controlling shareholder of the Company and hence it is a connected person of the Company under the Hong Kong Listing Rules. As such, the transaction contemplated under the Partnership Agreement constitutes a connected transaction under Chapter 14A of the Hong Kong Listing Rules. As the highest applicable percentage ratio (as defined under the Hong Kong Listing Rules) of the transaction contemplated under the Partnership Agreement exceeds 0.1% but is less than 5%, the transaction is subject to the reporting and announcement requirements but is exempted from independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules. As Mr. Yu Dehui and Mr. Liu Caiming, the Directors of the Company, concurrently hold positions in Chinalco, they have abstained from voting on the Board resolution with respect to the transaction contemplated under the Partnership Agreement. Saved as disclosed above, none of the Directors has any material interest in the transaction contemplated under the Partnership Agreement and therefore none of the other Directors has abstained from voting on such Board resolution.

For details of the transaction, please refer to the announcement dated 23 May 2017 published on the websites of the Hong Kong Stock Exchange and Shanghai Stock Exchange in relation to proposed joint establishment of the Industry Fund by the Company and BOCOMMTRUST.

As the transaction contemplated under the Partnership Agreement is required to be proposed at the general meeting for consideration in accordance with relevant requirements of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Company will seek approval for the transaction from the Shareholders at the AGM.

IV THE AGM

The notice convening the AGM 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 Wednesday, 28 June 2017 (the "Notice of AGM"), has been despatched to the Shareholders on 12 May 2017.

A reply slip and a form of proxy for use at the AGM have been despatched to Shareholders together with the Notice of AGM, and such notice, reply slip and form of proxy are also published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk). Shareholders who are eligible and intend to attend the AGM should have completed and returned the reply slip in accordance with the instructions printed thereon on or before Wednesday, 7 June 2017. Shareholders who intend to appoint a proxy to attend the AGM and vote on the resolutions set out in the Notice of AGM

LETTER FROM THE BOARD

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 fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM thereof if you so wish.

Chinalco and its associates jointly hold 5,331,382,055 shares of the Company (of which, Chinalco directly holds 4,889,864,006 A shares of the Company. Meanwhile, Chinalco holds 238,377,795 and 7,140,254 A shares of the Company through its subsidiaries Baotou Aluminum (Group) Co., Ltd.* (包頭鋁業(集團)有限責任公司) and Shanxi Aluminum Plant* (山西鋁廠), respectively, and holds 196,000,000 H shares of the Company through its subsidiary Aluminum Corporation of China Overseas Holdings Limited* (中鋁海外控股有限公司)), representing approximately 35.77% of the total issued share capital of the Company, and will abstain from voting for approving the resolutions in relation to: (i) the proposed acquisition of 40% equity interests in Chalco Shanghai by the Company; and (ii) the proposed joint establishment of the Industry Fund by the Company and BOCOMMTRUST. Save as mentioned above, to the knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, none of the Shareholders is required to abstain from voting at the AGM in relation to the proposed resolutions.

For details of other resolutions to be proposed at the AGM, eligibility for attending the AGM, registration procedure for attending the AGM, the closure of register of members as well as other relevant matters in respect of the AGM, please refer to the Notice of AGM and the circular of the Company dated 12 May 2017.

V RECOMMENDATIONS

The Directors (including independent non-executive Directors) consider that (i) the transaction in relation to the proposed acquisition of 40% equity interests in Chalco Shanghai by the Company; and (ii) the transaction in relation to the proposed joint establishment of the Industry Fund by the Company and BOCOMMTRUST as set out in this supplemental circular have been negotiated on arm's length basis and are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions.

By order of the Board
Aluminum Corporation of China Limited*
Zhang Zhankui
Company Secretary

* For identification purpose only