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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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)

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**2019 FIRST EXTRAORDINARY GENERAL MEETING**

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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 Wednesday, 20 February 2019 is set out on page 5 to page 7 of this circular.

A reply slip and a 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](http://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 Wednesday, 30 January 2019. Shareholders who intend to appoint a proxy to attend the EGM are requested to complete the form of proxy in accordance with the instructions printed thereon, and the form of proxy shall be returned in any event 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 if you so wish.

4 January 2019

\* *For identification purposes only*

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	ii
<b>LETTER FROM THE BOARD</b> .....	1
<b>NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING</b> .....	5

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## DEFINITIONS

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*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 subscribed for in RMB, 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;
“Chinalco”	Aluminum Corporation of China* (中國鋁業集團有限公司), a wholly state-owned enterprise established in the PRC and the controlling shareholder of the Company, holding directly and indirectly approximately 36.40% of the total issued share capital of the Company as at the Latest Practicable Date;
“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 2019 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 Wednesday, 20 February 2019;
“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;

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## DEFINITIONS

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“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, as amended from time to time;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Latest Practicable Date”	29 December 2018, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication;
“PRC”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	A Shares and H Shares;
“Shareholder(s)”	A Shareholders and H Shareholders;
“Supervisory Committee”	the supervisory committee of the Company;
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Yu Dehui (*Chairman*)  
Mr. Lu Dongliang (*President*)  
Mr. Jiang Yinggang  
Mr. Zhu Runzhou

*Registered office:*

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

*Non-executive Directors:*

Mr. Ao Hong  
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:*

9/F, The Center  
99 Queen's Road Central  
Central  
Hong Kong

4 January 2019

*To the Shareholders*

Dear Sirs or Madams,

### **2019 FIRST EXTRAORDINARY GENERAL MEETING**

#### **I. INTRODUCTION**

The purpose of this circular is to provide you with the notice of the EGM and all the information reasonably necessary to enable you to make informed decision on whether to vote for or against the resolution to be proposed at the EGM:

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## LETTER FROM THE BOARD

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### Ordinary resolution (cumulative voting)

1. To consider and approve the resolution in relation to the election of Ms. Shan Shulan as a supervisor of the sixth session of the Supervisory Committee of the Company.

## II. PROPOSED ELECTION OF SUPERVISOR

Reference is made to the announcement of the Company dated 24 December 2018, in relation to (among others) change of supervisor.

The Supervisory Committee of the Company received the written resignation submitted by Mr. Wang Jun (“**Mr. Wang**”) on 24 December 2018. Mr. Wang resigned as a supervisor of the Supervisory Committee of the Company due to change in work arrangements and further assignment. Mr. Wang’s resignation will take effect after a new supervisor of the sixth session of Supervisory Committee is elected at the EGM.

Mr. Wang has confirmed that he has no disagreement with the Board, the Supervisory Committee or the Company and there are no matters relating to his resignation that need to be brought to the attention of the Shareholders of the Company.

The Company hereby would like to express its appreciation to Mr. Wang for his valuable contributions to the Company during his tenure of office as a supervisor of the Supervisory Committee of the Company.

As Mr. Wang intended to resign as a supervisor of the Company, the Company is required to elect a supervisor to fill the vacancy in accordance with the Articles of Association. As advised by Chinalco, the controlling shareholder of the Company, and upon consideration and approval at the 16th meeting of the sixth session of the Supervisory Committee convened on 24 December 2018, it is resolved to nominate Ms. Shan Shulan (“**Ms. Shan**”) as a candidate for a supervisor of the sixth session of the Supervisory Committee of the Company. The appointment of Ms. Shan is subject to Shareholders’ approval at the EGM.

The biographical details of Ms. Shan are as follows:

Ms. Shan Shulan, aged 47, is currently the deputy director of the finance department of Aluminum Corporation of China. Ms. Shan graduated from Beijing Institute of Light Industry\* (北京輕工業學院), majoring in industrial corporate management, with a bachelor degree in engineering. She is a statistician. Ms. Shan has extensive experience in accounting, finance management and other fields. She successively served as an economic analyst at the economic research office of Beijing Glass Instruments Plant\* (北京玻璃儀器廠), the financial manager of Beijing CEM-FIL Glass Fiber Co. Ltd.\* (北京賽姆菲爾玻璃纖維有限公司) under Saint-Gobain in China, the financial manager for

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## LETTER FROM THE BOARD

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Beijing region of Carrefour (China) Co., Ltd.\* (家樂福(中國)有限公司), the financial manager for China region of Baker Hughes Centrilift, the financial manager for China region of Microsoft Research Asia (China)\* (微軟(中國)亞洲研究院), and the business director and deputy head of budget division and the head of budget assessment division of the finance department of Aluminum Corporation of China. Ms. Shan also concurrently serves as a supervisor of Chinalco Innovative Development Investment Company Limited\* (中鋁創新開發投資有限公司) and a director of Aluminum Corporation of China Overseas Holdings Limited and China Aluminum Insurance Broker (Beijing) Co., Ltd.\* (中鋁保險經紀(北京)股份有限公司).

Ms. Shan has confirmed that, save as disclosed above, as at the Latest Practicable Date, Ms. Shan did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and she does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company, nor does she hold any position in the Company or any of its subsidiaries. As at the Latest Practicable Date, Ms. Shan does not have nor is deemed to have any interest in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

Save as disclosed above, the Company is not aware of any other matter in respect of the proposed election of Ms. Shan that is required to be disclosed pursuant to the requirements set out in Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders.

The term of office of Ms. Shan will commence from the date of approval at the EGM and expire on the election of the seventh session of the Supervisory Committee. The Company will enter into a service contract with Ms. Shan after her election as a supervisor of the sixth session of the Supervisory Committee is approved at the EGM, and determine her remuneration according to the relevant remuneration policies 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 Wednesday, 20 February 2019 is set out on page 5 to page 7 of this circular.

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## LETTER FROM THE BOARD

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A reply slip and a 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](http://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 Wednesday, 30 January 2019. Shareholders who intend to appoint a proxy to attend the EGM are requested to complete the form of proxy in accordance with the instructions printed thereon, and the form of proxy shall be returned in any event 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 if you so wish.

Pursuant to Rule 13.39(4) of the Hong Kong 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.

#### IV. CLOSURE OF H SHARE REGISTER OF MEMBERS

Pursuant to the provisions of the Articles of Association, the H Share Register of Members of the Company will be closed from Monday, 21 January 2019 to Wednesday, 20 February 2019 (both days inclusive). Shareholders whose names appear on the H Share Register of Members at 4:30 p.m. on Friday, 18 January 2019 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, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 18 January 2019 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\***  
**Zhang Zhankui**  
*Company Secretary*

\* *For identification purposes only*

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## NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

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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)

### NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2019 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 Wednesday, 20 February 2019 for the purposes of considering, and if thought fit, approving the following resolution (unless otherwise specified, terms used in this notice have the same meanings as defined in the circular of the Company dated 4 January 2019 (the “**Circular**”)):

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

1. To consider and approve the resolution in relation to the election of Ms. Shan Shulan as a supervisor of the sixth session of the Supervisory Committee of the Company.

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

Beijing, the PRC  
4 January 2019

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## NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (a) Details of the above resolution are set out in the circular dated 4 January 2019 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 Monday, 21 January 2019 to Wednesday, 20 February 2019 (both days inclusive). Shareholders whose names appear on the H Share Register of Members at 4:30 p.m. on Friday, 18 January 2019 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, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 18 January 2019 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 Wednesday, 30 January 2019.

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, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, 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 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 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/she should produce his/her 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.

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## NOTICE OF 2019 FIRST EXTRAORDINARY GENERAL MEETING

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- (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*