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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 ON THE SATISFACTION OF THE UNLOCKING CONDITIONS FOR THE SECOND UNLOCKING PERIOD OF THE RESTRICTED SHARES UNDER THE FIRST GRANT OF THE 2021 RESTRICTED SHARE INCENTIVE SCHEME OF THE COMPANY**

References are made to the notice of the 2022 first extraordinary general meeting, the notice of the 2022 first class meeting for A Shareholders and the notice of the 2022 first class meeting for H Shareholders dated 28 January 2022, the circular dated 28 January 2022, the supplemental circular dated 7 March 2022 (the “**Supplemental Circular**”), the announcement dated 6 April 2022 in relation to the adjustment to the proposed adoption of the 2021 Restricted Share Incentive Scheme, the announcement dated 21 April 2022 in relation to the SASAC’s approval for the 2021 Restricted Share Incentive Scheme, the announcement dated 26 April 2022 in relation to the consideration and approval of the 2021 Restricted Share Incentive Scheme at the 2022 first extraordinary general meeting, the 2022 first class meeting for A Shareholders and the 2022 first class meeting for H Shareholders, the announcements both dated 25 May 2022 in relation to the relevant matters on the adjustment to the 2021 Restricted Share Incentive Scheme and the First Grant of Restricted A Shares to Participants, the announcement dated 14 June 2022 in relation to the results of the First Grant under the 2021 Restricted Share Incentive Scheme, the announcement dated 24 November 2022 in relation to the proposed grant of reserved Restricted Shares to Participants, the announcement dated 27 December 2022 in relation to the results of the reserved grant of 2021 Restricted Share Incentive Scheme, the announcements dated 25 October 2023 in relation to the adjustment to the repurchase price of Restricted Shares under the 2021 Restricted Share Incentive Scheme and in relation to the repurchase and cancellation of partial Restricted Shares granted but not yet unlocked to participants, the announcement dated 23 January 2024 in relation to the implementation of

repurchase and cancellation of partial Restricted Shares under equity incentives, the announcement dated 14 June 2024 in relation to the unlocking of the first Unlocking Period under the First Grant and listing of the 2021 Restricted Share Incentive Scheme of the Company, the announcement dated 30 July 2024 in relation to the repurchase and cancellation of partial Restricted Shares granted to participants but not yet unlocked under the 2021 Restricted Share Incentive Scheme and adjustment to the repurchase price, the announcement dated 22 October 2024 in relation to the implementation of repurchase and cancellation of partial Restricted Shares under equity incentives, the announcements dated 19 November 2024 in relation to the repurchase and cancellation of partial Restricted Shares granted to participants but not yet unlocked under the 2021 Restricted Share Incentive Scheme and adjustment to the repurchase price and in relation to the satisfaction of the unlocking conditions for the first Unlocking Period of the Restricted Shares under the Reserved Grant of the 2021 Restricted Share Incentive Scheme of the Company, the announcement dated 27 December 2024 in relation to the unlocking of the first Unlocking Period under the Reserved Grant and listing of the 2021 Restricted Share Incentive Scheme of the Company, and the announcement dated 21 January 2025 in relation to the implementation of repurchase and cancellation of partial Restricted Shares under equity incentives of Aluminum Corporation of China Limited\* (the “**Company**”). Terms used in this announcement shall have the same meanings as those defined in the Supplemental Circular unless the context requires otherwise.

On 28 May 2025, the 34th meeting of the eighth session of the Board and the 18th meeting of the eighth session of the Supervisory Committee of the Company were held, respectively, at which the Resolution on the Satisfaction of the Unlocking Conditions for the Second Unlocking Period of the Restricted Shares under the First Grant of the 2021 Restricted Share Incentive Scheme of the Company were considered and passed. In accordance with the relevant provisions of the Measures for the Administration of Equity Incentives of Listed Companies (the “**Administrative Measures**”) and the 2021 Restricted Share Incentive Scheme of Aluminum Corporation of China Limited\* (the “**Incentive Scheme**”), the Board is of the view that the Unlocking Conditions for the second Unlocking Period of the Restricted Shares under the First Grant of the 2021 Restricted Share Incentive Scheme of the Company have been satisfied. Details are as follows:

**I. SATISFACTION OF THE UNLOCKING CONDITIONS FOR THE SECOND UNLOCKING PERIOD OF THE RESTRICTED SHARES UNDER THE FIRST GRANT OF THE 2021 RESTRICTED SHARE INCENTIVE SCHEME**

**(I) Explanation on Upcoming Expiry of the Lock-up Period**

Pursuant to the provisions of the Incentive Scheme and relevant laws and regulations, the second Unlocking Period of the Restricted Shares under the First Grant of the Incentive Scheme is commencing from the first trading day after expiry of the 36-month period from the date of completion of registration of the corresponding grant and ending on the last trading day of the 48-month period from the date of completion of registration of such grant, and the Participants can apply for the unlocking of 30% of the total number of Restricted Shares granted to them after the Unlocking Conditions for the second Unlocking Period are satisfied. The Grant Date of the Restricted Shares proposed to be unlocked is 25 May 2022, the registration date is 13 June 2022 and the Lock-up period is from 13 June 2022 to 12 June 2025, and the Lock-up period of such Restricted Shares is about to expire.

**(II) Explanation on the Satisfaction of the Unlocking Conditions for the Restricted Share under the First Grant of the Incentive Scheme**

No.	Unlocking Conditions	Completion Status
1	<p>There is no occurrence of any of the following on the part of the Company:</p> <p>(1) issuance of an auditors' report with an adverse opinion or a disclaimer of opinion by certified public accountants in respect of the Company's financial accounting report for the most recent accounting year;</p> <p>(2) issuance of an auditors' report with an adverse opinion or a disclaimer of opinion by certified public accountants in respect of the Company's internal control over financial reporting for the most recent accounting year;</p> <p>(3) failure to carry out profit distribution in accordance with the laws and regulations, the Articles of Association or public undertakings during the last 36 months after listing;</p>	<p>As there is no occurrence of any of the aforesaid circumstances, the Company has satisfied this Unlocking Condition for the Restricted Shares.</p>

No.	Unlocking Conditions	Completion Status
	<p>(4) prohibition from implementation of any equity incentive scheme by applicable laws and regulations;</p> <p>(5) other circumstances as prescribed by the China Securities Regulatory Commission (the “CSRC”).</p>	
2	<p>A Participant shall not be a person who:</p> <p>(1) has been deemed as an inappropriate candidate by the stock exchange in the last 12 months;</p> <p>(2) has been deemed as an inappropriate candidate by the CSRC or any of its dispatch agencies in the last 12 months;</p> <p>(3) has been imposed with administrative penalties or a ban from entry into the securities market by the CSRC or any of its dispatch agencies due to material breach of laws and regulations in the last 12 months;</p> <p>(4) is prohibited from acting as a director or a member of the senior management of a company under the Company Law of the People’s Republic of China (the “<b>Company Law</b>”);</p> <p>(5) is not allowed to participate in any equity incentive scheme of a listed company under laws and regulations;</p> <p>(6) falls under any other circumstances as prescribed by the CSRC.</p>	<p>As there is no occurrence of any of the aforesaid circumstances, the Participants have satisfied this Unlocking Condition for the Restricted Shares.</p>

No.	Unlocking Conditions	Completion Status				
3	<p>Performance appraisal requirements of the Company:</p> <p>(1) The performance appraisal targets for the second Unlocking Period of the Restricted Shares under the First Grant:</p> <table><tr><th>Unlocking Period</th><th>Performance appraisal targets</th></tr><tr><td>The Second Unlocking Period of the Restricted Shares under the First Grant</td><td>On the basis of the operating results for 2020, the compound growth rate of net profit attributable to owners of the parent after deduction of non-recurring profits and losses for 2023 of the Company shall not be lower than 75% as well as the 75 percentile of the benchmarking enterprises or the industry average level; the EOE of the Company for 2023 shall not be less than 28.5% as well as the 75 percentile of the benchmarking enterprises or the industry average level; the annual EVA appraisal target set by the Board shall be completed in 2023.</td></tr></table> <p>Notes: ① EOE = EBITDA/average net assets, wherein EBITDA stands for net profit before deducting income tax, interest expenses, depreciation and amortization; the average net assets are the arithmetic mean of the sum of opening and closing owners' equity attributable to shareholders of the parent. ② In calculating the EOE indicator, the impact of changes in the measurement method for fair value of the assets held by the Company on the net assets should be eliminated. During the validity period of the Incentive Scheme, in the case of financing through issuance of shares, the acquisition of assets through issuance of shares, the conversion of convertible bonds and other events, the newly added net assets and the profits generated by these net assets shall not be included in the appraisal calculation scope.</p>	Unlocking Period	Performance appraisal targets	The Second Unlocking Period of the Restricted Shares under the First Grant	On the basis of the operating results for 2020, the compound growth rate of net profit attributable to owners of the parent after deduction of non-recurring profits and losses for 2023 of the Company shall not be lower than 75% as well as the 75 percentile of the benchmarking enterprises or the industry average level; the EOE of the Company for 2023 shall not be less than 28.5% as well as the 75 percentile of the benchmarking enterprises or the industry average level; the annual EVA appraisal target set by the Board shall be completed in 2023.	<p>On the basis of the operating results for 2020, the compound growth rate of net profit attributable to owners of the parent after deduction of non-recurring profits and losses for 2023 of the Company was 156.18%, not lower than 75% as well as the 75 percentile of the benchmarking enterprises at 58.52%; the EOE of the Company for 2023 was 51.61%, not lower than 28.5% as well as the 75 percentile of the benchmarking enterprises at 29.74%; the Company's actual completion of EVA in 2023 was RMB9.8 billion, which was higher than the annual EVA appraisal target of RMB1.88 billion set by the Board.</p> <p>The performance appraisal conditions at company level have met the appraisal targets.</p>
Unlocking Period	Performance appraisal targets					
The Second Unlocking Period of the Restricted Shares under the First Grant	On the basis of the operating results for 2020, the compound growth rate of net profit attributable to owners of the parent after deduction of non-recurring profits and losses for 2023 of the Company shall not be lower than 75% as well as the 75 percentile of the benchmarking enterprises or the industry average level; the EOE of the Company for 2023 shall not be less than 28.5% as well as the 75 percentile of the benchmarking enterprises or the industry average level; the annual EVA appraisal target set by the Board shall be completed in 2023.					

No.	Unlocking Conditions	Completion Status																																				
	<p>(2) Selection of benchmarking enterprises for unlocking</p> <p>The Company selected comparable listed companies with high relevance to the existing and future product types and applications of the Company’s principal business as benchmarking samples. A total of 15 companies were selected and the benchmarking enterprises are as follows:</p> <table><tr><th>Stock code</th><th>Stock abbreviation</th><th>Stock code</th><th>Stock abbreviation</th></tr><tr><td>000060.SZ</td><td>Zhongjin Lingnan</td><td>002460.SZ</td><td>Ganfeng Lithium</td></tr><tr><td>000630.SZ</td><td>Tongling Nonferrous Metals</td><td>002532.SZ</td><td>Tianshan Aluminum</td></tr><tr><td>000807.SZ</td><td>Yunnan Aluminum</td><td>600111.SH</td><td>Northern Rare Earth</td></tr><tr><td>000878.SZ</td><td>Yunnan Copper</td><td>600219.SH</td><td>Nanshan Aluminum</td></tr><tr><td>000933.SZ</td><td>Shenhuo Group</td><td>600362.SH</td><td>Jiangxi Copper</td></tr><tr><td>000960.SZ</td><td>Yunnan Tin</td><td>601212.SH</td><td>Baiyin Nonferrous</td></tr><tr><td>002203.SZ</td><td>Hailiang Holdings</td><td>603799.SH</td><td>Huayou Cobalt</td></tr><tr><td>01378.HK</td><td>China Hongqiao</td><td></td><td></td></tr></table> <p>If there are significant changes in the principal business of or extreme values with significant deviation in the benchmarking enterprises samples during the annual appraisal, the Board of the Company will remove or replace the samples in the year-end appraisal.</p>	Stock code	Stock abbreviation	Stock code	Stock abbreviation	000060.SZ	Zhongjin Lingnan	002460.SZ	Ganfeng Lithium	000630.SZ	Tongling Nonferrous Metals	002532.SZ	Tianshan Aluminum	000807.SZ	Yunnan Aluminum	600111.SH	Northern Rare Earth	000878.SZ	Yunnan Copper	600219.SH	Nanshan Aluminum	000933.SZ	Shenhuo Group	600362.SH	Jiangxi Copper	000960.SZ	Yunnan Tin	601212.SH	Baiyin Nonferrous	002203.SZ	Hailiang Holdings	603799.SH	Huayou Cobalt	01378.HK	China Hongqiao			
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No.	Unlocking Conditions	Completion Status								
4	<p>Individual performance appraisal:</p> <p>The individual appraisal of the Participants shall be conducted annually in accordance with the Appraisal Management Measures for the Implementation of the 2021 Incentive Scheme for Restricted Shares of Aluminum Corporation of China Limited* (《中國鋁業股份有限公司2021年限制性股票激勵計劃實施考核管理辦法》) and the appraisal results (S) are divided into three levels. The percentage of unlocking of the Restricted Shares for the year shall be determined in accordance with individuals’ performance evaluation results. The individuals’ actual unlocking limit for the current year = standard coefficient × limit planned to be unlocked by individuals in the current year. Special circumstances in the appraisal of the individual shall be decided by the Board. Details are as follows:</p> <table><tr><td>Appraisal results (S)</td><td>S≥80</td><td>80&gt;S≥70</td><td>S&lt;70</td></tr><tr><td>Standard coefficient</td><td>1.0</td><td>0.9</td><td>0</td></tr></table>	Appraisal results (S)	S≥80	80>S≥70	S<70	Standard coefficient	1.0	0.9	0	<p>The number of the Participants under the First Grant of the Incentive Scheme was 930.</p> <p>Among them, the appraisal results of 873 Participants were 80 and above in 2023, with the standard coefficient for the current period being 1.0, which can unlock all Restricted Shares for the current period;</p> <p>31 Participants resigned due to retirement or job transfer which was uncontrollable by themselves, and they may unlock in accordance with the agreed conditions based on the performance appraisal period and the specific time of their employment, unlock the part of the Restricted Shares for the current period, and the remaining part of the Restricted Shares will be repurchased and cancelled by the Company;</p>
Appraisal results (S)	S≥80	80>S≥70	S<70							
Standard coefficient	1.0	0.9	0							

No.	Unlocking Conditions	Completion Status
		<p>Six Participants were no longer eligible for incentives due to voluntary resignation, and occurrence of negative circumstances, etc., for which no unlocking matters will be handled, and the Restricted Shares will be repurchased and cancelled by the Company;</p> <p>The Restricted Shares of 20 Participants who resigned due to job transfer which was uncontrollable by themselves, resigned voluntarily, died, or quitted due to occurrence of negative circumstances, had been repurchased and cancelled by the Company previously, for which no unlocking matters will be handled.</p>

In summary, the Board is of the view that the Unlocking Conditions for the second Unlocking Period of the Restricted Shares under the First Grant of the Incentive Scheme have been satisfied. According to the authorization granted at the 2022 first extraordinary general meeting, the 2022 first class meeting for A Shareholders and the 2022 first class meeting for H Shareholders, the Company was approved to deal with the relevant matters in relation to the unlocking in accordance with the relevant provisions under the Incentive Scheme upon the expiry of the Lock-up period.



## II. STATUS OF THE RESTRICTED SHARES TO BE UNLOCKED

In accordance with the relevant provisions of the Incentive Scheme of the Company, the number of the Participants involved in the unlocking for the second Unlocking Period under the First Grant of the Incentive Scheme shall be 904, and the number of Restricted Shares to be unlocked shall be 32,083,238, accounting for approximately 0.19% of the Company's total share capital currently. Details are as follows:

Name	Position	Number of the Restricted Shares granted (Shares)	Number of the Restricted Shares which can be unlocked (Shares)	Number of the Restricted Shares which have not been unlocked (Shares)
Jiang Tao	Executive Director and Vice President	230,000	69,000	69,000
Xu Feng	Vice President	230,000	69,000	69,000
Lu Dong	Vice President	199,500	59,850	59,850
Middle-level management, core technical (business) backbone (901 persons)		<u>108,103,200</u>	<u>31,885,388</u>	<u>30,073,855</u>
Total (904 persons)		<u><u>108,762,700</u></u>	<u><u>32,083,238</u></u>	<u><u>30,271,705</u></u>

*Note:* The “Number of the Restricted Shares which have not been unlocked” in the above table has deducted the number of Restricted Shares that the Company has previously repurchased and cancelled, as well as partial Restricted Shares to be repurchased and cancelled this time that were granted to participants but not yet unlocked.

## III. OPINIONS OF THE REMUNERATION COMMITTEE OF THE BOARD

The Remuneration Committee of the Board of the Company, after considering the Resolution on the Satisfaction of the Unlocking Conditions for the Second Unlocking Period of the Restricted Shares under the First Grant of the 2021 Restricted Share Incentive Scheme of the Company, confirmed that the Unlocking Conditions for the second Unlocking Period of the Restricted Shares under the First Grant of the 2021 Restricted Share Incentive Scheme of the Company have been satisfied, the eligibility of the 904 Participants involved in the unlocking of the Restricted Shares is legal and valid, and the unlocking conditions are satisfied; the arrangement for the unlocking of the Restricted Shares is in compliance with the Administrative Measures and other laws and regulations as well as the relevant provisions of the Incentive Scheme, and will not prejudice the interests of the Company and shareholders as a whole. The 904 Participants who satisfied the unlocking conditions may unlock 32,083,238 Restricted Shares in total.

#### IV. OPINIONS OF THE SUPERVISORY COMMITTEE

Upon review, the Supervisory Committee of the Company is of the view that, in accordance with the relevant provisions of the Incentive Scheme, and Appraisal Management Measures for the Implementation of the 2021 Incentive Scheme for Restricted Shares of Aluminum Corporation of China Limited\* (《中國鋁業股份有限公司2021年限制性股票激勵計劃實施考核管理辦法》), the Unlocking Conditions for the second Unlocking Period of the Restricted Shares under the First Grant of the 2021 Restricted Share Incentive Scheme of the Company have been satisfied, and the eligibility of the Participants to unlock Restricted Shares is legal and valid, who can unlock Restricted Shares in accordance with the relevant requirements. Accordingly, the Supervisory Committee approved the Company to deal with the unlocking procedures for the 32,083,238 Restricted Shares for the second Unlocking Period for the 904 Participants under the First Grant of the Incentive Scheme of the Company in accordance with the relevant requirements.

#### V. CONCLUSION OF THE LEGAL OPINION

In the opinion of the lawyers of Jincheng Tongda & Neal Law Firm, the Company has obtained the necessary approvals and authorizations for the unlocking of the Restricted Shares. The conditions for the unlocking of the Restricted Shares as stipulated in the Incentive Scheme have been satisfied, which is in compliance with the Company Law, the Securities Law of the People's Republic of China, the Administrative Measures, the Working Guidelines for Implementing Equity Incentives in Listed Companies Controlled by Central Enterprises and other laws, regulations and regulatory documents as well as the relevant provisions of the Incentive Scheme.

By order of the Board  
**Aluminum Corporation of China Limited\***  
**Ge Xiaolei**  
*Joint Company Secretary*

Beijing, the PRC  
28 May 2025

*As at the date of this announcement, the members of the Board comprise Mr. He Wenjian, Mr. Mao Shiqing and Mr. Jiang Tao (Executive Directors); Mr. Li Xiehua and Mr. Chen Pengjun (Non-executive Directors); Mr. Qiu Guanzhou, Mr. Yu Jinsong and Ms. Chan Yuen Sau Kelly (Independent Non-executive Directors).*

\* For identification purposes only