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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 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.

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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)

**SUPPLEMENTAL CIRCULAR**  
**2025 THIRD EXTRAORDINARY GENERAL MEETING**  
**DAILY CONTINUING CONNECTED TRANSACTIONS WITH CHINALCO;**  
**DISCLOSEABLE TRANSACTION AND CONTINUING CONNECTED**  
**TRANSACTION UNDER THE NEW FINANCIAL SERVICES AGREEMENT;**  
**AND**  
**CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF**  
**MINORITY EQUITY INTERESTS IN SUBSIDIARIES BY YUNNAN ALUMINUM**

**Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders**



**建泉融資有限公司**  
**VBG Capital Limited**

This supplemental circular should be read together with the circular and notice of the EGM dated 7 November 2025.

A letter from the Board containing information on, among other things, (i) the Daily Continuing Connected Transactions with Chinalco; (ii) the discloseable transaction and continuing connected transaction under the New Financial Services Agreement; and (iii) the acquisition of minority equity interests in subsidiaries by Yunnan Aluminum is set out on pages 1 to 61 of this supplemental circular.

A letter from the Independent Board Committee, containing its recommendation to the Independent Shareholders in respect of (i) the expenditure and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the respective proposed caps thereunder; (ii) the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement and the proposed caps thereunder; and (iii) the deposit services under the New Financial Services Agreement and the proposed caps thereunder, is set out on pages 62 to 63 of this supplemental circular.

Letters from VBG Capital, containing its independent financial advice to the Independent Board Committee and the Independent Shareholders in respect of (i) the expenditure and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the respective proposed caps thereunder; (ii) the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement and the proposed caps thereunder; and (iii) the deposit services under the New Financial Services Agreement and the proposed caps thereunder, is set out on pages 64 to 100 of this supplemental circular.

4 December 2025

\* For identification purposes only

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## DEFINITIONS

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

“30%-controlled company”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;
“A Share(s)”	the ordinary shares denominated in RMB issued by the Company which are subscribed for in RMB and listed on the Shanghai Stock Exchange;
“A Shareholder(s)”	holder(s) of A Shares;
“Acquisition”	Yunnan Aluminum’s acquisition of 28.7425% equity interests in Yunlv Yongxin, 27.3137% equity interests in Yunlv Runxin, and 30% equity interests in Yunlv Hongxin held by Yunnan Metallurgical, by cash through a non-public transfer by agreement pursuant to the Acquisition Agreement;
“Acquisition Agreement”	the acquisition agreement subject to conditions precedent entered into by Yunnan Aluminum and Yunnan Metallurgical on 25 November 2025, pursuant to which Yunnan Aluminum proposes to acquire 28.7425% equity interests in Yunlv Yongxin, 27.3137% equity interests in Yunlv Runxin, and 30% equity interests in Yunlv Hongxin held by Yunnan Metallurgical, by cash through non-public transfer by agreement;
“associate(s)”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;
“Baotou Aluminum”	Baotou Aluminum (Group) Co., Ltd. (包頭鋁業有限公司), a company incorporated in the PRC with limited liability, and a subsidiary of the Company as at the Latest Practicable Date, with the Company and Chinalco holding 65.5759% and 34.4241% of its equity interests, respectively;
“Board”	the board of Directors of the Company;

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## DEFINITIONS

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“Chinalco”	Aluminum Corporation of China* (中國鋁業集團有限公司), a wholly state-owned enterprise incorporated in the PRC and the controlling Shareholder of the Company holding directly and indirectly approximately 33.55% of the total issued share capital of the Company as at the Latest Practicable Date;
“Chinalco Factoring”	Chinalco Commercial Factoring Co., Ltd.* (中鋁商業保理有限公司), a company incorporated in the PRC with limited liability, which is a subsidiary of Chinalco as at the Latest Practicable Date;
“Chinalco Finance Company”	Chinalco Finance Co., Ltd.* (中鋁財務有限責任公司), a limited liability company incorporated in the PRC, which is a subsidiary of Chinalco as at the Latest Practicable Date. Chinalco Finance Company is a non-banking financial institution legally established with the approval of the former China Banking and Insurance Regulatory Commission (now the National Financial Regulatory Administration) and is a professional institution engaging in corporate financial services;
“Chinalco Lease”	Chinalco Finance Lease Co., Ltd.* (中鋁融資租賃有限公司), a company incorporated in the PRC with limited liability, and as at the Latest Practicable Date, is a subsidiary of Chinalco;
“China United Appraisal”	China United Assets Appraisal Group Co., Ltd.* (中聯資產評估集團有限公司), a qualified valuation company;
“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 and H Shares of which are listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, respectively;
“Comprehensive Social and Logistics Services Agreement”	the comprehensive social and logistics services agreement entered into between Chinalco and the Company on 5 November 2001, which was renewed by New Supplementary Agreement to be effective until 31 December 2028;
“connected person(s)”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;

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## DEFINITIONS

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“Daily Continuing Connected Transactions”	the continuing connected transactions which have been or will continue to be entered into between the Group as a party and Chinalco as the other party;
“Director(s)”	the director(s) of the Company;
“EGM”	the 2025 third extraordinary general meeting 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 Monday, 22 December 2025;
“Existing Financial Services Agreement”	the financial services agreement entered into between the Company and Chinalco Finance Company on 21 March 2023, pursuant to which Chinalco Finance Company agreed to provide and the Company agreed to accept the financial services specified thereunder, the term of which is from 20 June 2023 to 31 December 2025;
“Existing General Services Master Agreement”	the general services master agreement entered into between Chinalco and the Company on 21 March 2023, the term of which from 1 January 2023 to 31 December 2025;
“Existing Supplementary Agreement”	the supplementary agreement entered into between Chinalco and the Company on 21 March 2023 to renew the term of the Comprehensive Social and Logistics Services Agreement, the General Agreement on Mutual Provision of Production Supplies and Ancillary Services, the Mineral Supply Agreement, and the Provision of Engineering, Construction and Supervisory Services Agreement until 31 December 2025;
“General Agreement on Mutual Provision of Production Supplies and Ancillary Services”	the general agreement on mutual provision of production supplies and ancillary services entered into between Chinalco and the Company on 5 November 2001, which was renewed by the New Supplementary Agreement to be effective until 31 December 2028;
“Group”	the Company and its subsidiaries;

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## DEFINITIONS

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“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;
“Independent Board Committee”	the independent board committee comprising independent non-executive Directors formed by the Company to advise the Independent Shareholders in respect of (1) the expenditure and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the respective proposed caps thereunder; (2) the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement and the proposed caps thereunder; and (3) the deposit services under the New Financial Services Agreement and the proposed caps thereunder;
“Independent Financial Adviser” or “VBG Capital”	VBG Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of, among other things, (i) the expenditure and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the respective proposed caps thereunder; (ii) the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement and the proposed caps thereunder; and (iii) the deposit services under the New Financial Services Agreement and the proposed caps thereunder;

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## DEFINITIONS

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“Independent Shareholder(s)”	the Shareholder(s) (other than Chinalco and its associates) who are not required to abstain from voting on the resolutions to be proposed at the EGM to approve the continuing connected transactions and connected transactions;
“Inner Mongolia Huayun”	Inner Mongolia Huayun New Materials Co., Ltd.* (內蒙古華雲新材料有限公司), deregistered on 14 August 2025 due to the consolidation into Baotou Aluminum by the merger and absorption;
“Land Use Rights Leasing Agreement”	the land use rights leasing agreement entered into between Chinalco and the Company on 5 November 2001 for a term of fifty years expiring on 30 June 2051;
“Latest Practicable Date”	28 November 2025, being the latest practicable date of ascertaining certain information contained in this supplemental circular prior to its publication;
“Mineral Supply Agreement”	the mineral supply agreement entered into between Chinalco and the Company on 5 November 2001, which was renewed by the New Supplementary Agreement to be effective until 31 December 2028;
“New Factoring Cooperation Framework Agreement”	the agreement entered into between the Company and Chinalco Factoring on 27 October 2025, pursuant to which Chinalco Factoring agreed to provide and the Company agreed to accept the factoring financing services specified thereunder, the term of which is from 1 January 2026 to 31 December 2028;
“New Finance Lease Cooperation Framework Agreement”	the agreement entered into between the Company and Chinalco Lease on 27 October 2025, pursuant to which Chinalco Lease agreed to provide and the Company agreed to accept the finance leasing services specified thereunder, the term of which is from 1 January 2026 to 31 December 2028;
“New Financial Services Agreement”	the financial services agreement entered into between the Company and Chinalco Finance Company on 27 October 2025, pursuant to which Chinalco Finance Company agreed to provide and the Company agreed to accept the financial services specified thereunder, the term of which is from 1 January 2026 to 31 December 2028;

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## DEFINITIONS

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“New Fixed Assets Lease Framework Agreement”	the fixed assets lease framework agreement entered into between Chinalco and the Company on 27 October 2025, the term of which is from 1 January 2026 to 31 December 2028;
“New General Services Master Agreement”	the general services master agreement entered into between Chinalco and the Company on 27 October 2025, the term of which is from 1 January 2026 to 31 December 2028;
“New Supplementary Agreement”	the supplementary agreement with conditions precedent entered into between Chinalco and the Company on 27 October 2025 to renew the term of the Comprehensive Social and Logistics Services Agreement, the General Agreement on Mutual Provision of Production Supplies and Ancillary Services, the Mineral Supply Agreement, and the Provision of Engineering, Construction and Supervisory Services Agreement until 31 December 2028 to replace the Existing Supplementary Agreement;
“PBOC”	the People’s Bank of China, the central bank of the PRC;
“Provision of Engineering, Construction and Supervisory Services Agreement”	the provision of engineering, construction and supervisory services agreement entered into between Chinalco and the Company on 5 November 2001, which was renewed by the New Supplementary Agreement to be effective until 31 December 2028;
“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 Share(s) and H Share(s);
“Shareholder(s)”	A Shareholder(s) and H Shareholder(s);
“subsidiary(ies)”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;
“Target Companies”	Yunlv Yongxin, Yunlv Runxin, and Yunlv Hongxin, individually or collectively;



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## DEFINITIONS

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“Target Equity Interests”	the 28.7425% equity interests in Yunlv Yongxin, the 27.3137% equity interests in Yunlv Runxin, and the 30% equity interests in Yunlv Hongxin held by Yunnan Metallurgical, which Yunnan Aluminum proposes to acquire by cash through a non-public transfer by agreement;
“Valuation Benchmark Date”	31 December 2024;
“Yunlv Hongxin”	Yunnan Yunlv Hongxin Aluminum Co., Ltd.* (雲南雲鋁泓鑫鋁業有限公司), a company incorporated in the PRC with limited liability, and a subsidiary of Yunnan Aluminum as at the Latest Practicable Date;
“Yunlv Runxin”	Yunnan Yunlv Runxin Aluminum Industry Co., Ltd.* (雲南雲鋁潤鑫鋁業有限公司), a company incorporated in the PRC with limited liability, and a subsidiary of Yunnan Aluminum as at the Latest Practicable Date;
“Yunlv Yongxin”	Yunnan Yunlv Yongxin Aluminum Industry Co., Ltd.* (雲南雲鋁湧鑫鋁業有限公司), a company incorporated in the PRC with limited liability, and a subsidiary of Yunnan Aluminum as at the Latest Practicable Date;
“Yunnan Aluminum”	Yunnan Aluminum Co., Ltd.* (雲南鋁業股份有限公司), a joint stock limited company incorporated in the PRC, the A shares of which are listed on the Shenzhen Stock Exchange (stock code: 000807), and a subsidiary of the Company as at the Latest Practicable Date;
“Yunnan Metallurgical”	Yunnan Metallurgical Group Co., Ltd.* (雲南冶金集團股份有限公司), a joint stock limited company incorporated in the PRC and a wholly-owned subsidiary of China Copper Industry Co., Ltd. as at the Latest Practicable Date; and
“%”	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. He Wenjian (*Chairman*)  
Mr. Mao Shiqing  
Mr. Jiang Tao

***Non-executive Director:***

Mr. Jiang Hao

***Independent Non-executive Directors:***

Mr. Yu Jinsong  
Ms. Chan Yuen Sau Kelly  
Mr. Li Xiaobin

***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:***

Room 4501, Far East Finance Centre  
No. 16 Harcourt Road  
Admiralty  
Hong Kong

4 December 2025

*To the Shareholders*

Dear Sirs or Madams,

**SUPPLEMENTAL CIRCULAR**  
**2025 THIRD EXTRAORDINARY GENERAL MEETING**  
**DAILY CONTINUING CONNECTED TRANSACTIONS WITH CHINALCO;**  
**DISCLOSEABLE TRANSACTION AND CONTINUING CONNECTED**  
**TRANSACTION UNDER THE NEW FINANCIAL SERVICES AGREEMENT;**  
**AND**  
**CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF**  
**MINORITY EQUITY INTERESTS IN SUBSIDIARIES BY YUNNAN ALUMINUM**

**I. INTRODUCTION**

References are made to the announcement of the Company dated 7 November 2025 and the circular dated 7 November 2025, in relation to, among other things, the resolutions to be proposed at the EGM for consideration and approval.

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## LETTER FROM THE BOARD

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Reference is also made to the supplemental notice of the EGM of the Company dated 4 December 2025 (the “**Supplemental Notice of EGM**”), in relation to, among others, the new resolution to be submitted to the EGM for consideration by Chinalco, the controlling Shareholder of the Company (the “**New Resolution**”).

The purpose of this supplemental circular is to provide you with all reasonably necessary information in relation to, among other things, (i) the Daily Continuing Connected Transactions with Chinalco; (ii) the discloseable transaction and continuing connected transaction under the New Financial Services Agreement; and (iii) the New Resolution so as to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the EGM.

### **New Resolution (Ordinary Resolution)**

1. To consider and approve the resolution in relation to the acquisition of minority equity interests in subsidiaries by Yunnan Aluminum.

## **II. THE DAILY CONTINUING CONNECTED TRANSACTIONS BETWEEN THE COMPANY AND CHINALCO AND THE PROPOSED CAPS THEREUNDER**

### **1. Introduction**

References are made to the announcements of the Company dated 21 March 2023 and 29 October 2024, the circular dated 5 May 2023 and 13 September 2024, the supplemental circular dated 23 May 2023 and 4 November 2024, in relation to, among other things, the Daily Continuing Connected Transactions entered into between the Company and Chinalco.

Given that the Daily Continuing Connected Transactions will expire on 31 December 2025, on 27 October 2025, the Company and Chinalco (i) entered into the New Supplementary Agreement with conditions precedent to renew the term of the Comprehensive Social and Logistics Services Agreement, the General Agreement on Mutual Provision of Production Supplies and Ancillary Services, the Mineral Supply Agreement, and the Provision of Engineering, Construction and Supervisory Services Agreement, to replace the Existing Supplementary Agreement; (ii) entered into the New Fixed Assets Lease Framework Agreement to replace the Existing Fixed Assets Lease Framework Agreement; and (iii) entered into the New General Services Master Agreement to replace the Existing General Services Master Agreement. Furthermore, both the Company and Chinalco agree to continue performing the Land Use Rights Leasing Agreement signed on 5 November 2001 (with a lease term of 50 years).

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## LETTER FROM THE BOARD

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### 2. Daily Continuing Connected Transactions

#### (a) *Comprehensive Social and Logistics Services Agreement*

Date of the initial Agreement: 5 November 2001

Date of the supplementary agreement: 27 October 2025

Parties: Chinalco, as provider (for itself and on behalf of its subsidiaries and associates)

The Company, as recipient (for itself and on behalf of its subsidiaries)

Term: Three years commencing from 1 January 2026 and ending on 31 December 2028.

Nature of transactions:

- (1) Social services: public security and firefighting services, education and training, schools, hospitals and health facilities, cultural and sports undertakings, newspapers and magazines, broadcasting, printing and other relevant or similar services; and
- (2) Logistics services: property management, environmental and hygiene service, greenery, nurseries, kindergartens, sanatoriums, canteens, hotels, hostels, offices, public transportation, retirement management and other relevant or similar services.

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## LETTER FROM THE BOARD

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Price determination: The prices in respect of the relevant services under the Comprehensive Social and Logistics Services Agreement will be determined with reference to comparable local market prices. The comparable local market prices refer to the prices arrived at with reference to those charged or quoted by at least two independent third parties providing services with comparable scale in areas where such services were provided under normal trading conditions around that time.

Payment term: Monthly payment

**(b) *General Agreement on Mutual Provision of Production Supplies and Ancillary Services***

Date of the initial Agreement: 5 November 2001

Date of the supplementary agreement: 27 October 2025

Parties: Chinalco, as both provider and recipient (for itself and on behalf of its subsidiaries and associates)

The Company, as both provider and recipient (for itself and on behalf of its subsidiaries)

Term: Three years commencing from 1 January 2026 and ending on 31 December 2028.

Nature of transactions: (1) Supplies and ancillary services provided by Chinalco to the Company:

(a) Supplies: carbon products, cement, coal, oxygen, bottled water, steam, fire brick, aluminum fluoride, cryolite, lubricant, resin, clinker, aluminum profiles, copper, zinc ingot and other relevant or similar supplies and services;

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## LETTER FROM THE BOARD

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- (b) Storage and transportation services: vehicle transportation, loading, railway transportation and other relevant or similar services; and
    - (c) Ancillary production services: communications, testing, processing and fabrication, engineering design, repair, environmental protection, road maintenance and other relevant or similar services.
  - (2) Supplies and ancillary services provided by the Company to Chinalco:
    - (a) Products: electrolytic aluminum products (aluminum ingots) and alumina products, zinc ingot, slag, coal, pitch and other relevant or similar supplies; and
    - (b) Supporting services and ancillary production services: water, electricity, gas and heat supply, measurement, spare parts, repair, testing, transportation, steam and other relevant or similar services.
- Price determination:
- (1) Provision of products and ancillary services to the Company by Chinalco:
    - (a) Supplies: the price is determined with reference to the comparable local market prices, which refer to prices arrived at with reference to those charged or quoted by at least two independent third parties providing products or services with comparable scale in areas where such products or services were provided under normal trading conditions around the time, and shall not be higher than the price charged or quoted by independent third parties;

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## LETTER FROM THE BOARD

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- (b) Storage and transportation services: the price is determined with reference to the contractual price, which refers to a mutually agreed price set by all relevant parties for the provision of services. Such price is equivalent to reasonable costs incurred in providing such services plus reasonable profit. Reasonable costs mainly comprise fuel costs, transportation facility fees, relevant labour costs and etc. The reasonable profit for the storage and transportation services provided by Chinalco to the Company is arrived at through arm's length negotiation between the Company and Chinalco after taking comprehensive consideration of the normal profit margin (being the comparable market profit margin of the relevant products or services) of such services provided by Chinalco to the Company, and shall not be higher than the profit margin charged to independent third parties. Such method of price determination is considered fair and reasonable by the Company as following the above principle;

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## LETTER FROM THE BOARD

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- (c) Ancillary production services: the price is determined with reference to the contractual price, which refers to a mutually agreed price set by all relevant parties for the provision of services. Such price is equivalent to reasonable costs incurred in providing such services plus reasonable profit. Reasonable costs mainly comprise expenses for raw materials, labour costs, manufacturing fees, other indirect costs and etc. The reasonable profit for the ancillary production services provided by Chinalco to the Company is arrived at through arm's length negotiation between the Company and Chinalco after taking comprehensive consideration of the normal profit margin (being the comparable market profit margin of the relevant products or services) of such services provided by Chinalco to the Company, and shall not be higher than the profit margin charged to independent third parties. Such method of price determination is considered fair and reasonable by the Company as following the above principle.



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## LETTER FROM THE BOARD

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(2) Provision of products and ancillary services to Chinalco by the Company:

(a) Products:

(i) Alumina products: the selling price is determined according to a method where both the alumina spot market price and the weighted average price of settlement price for three-month aluminum ingot futures on the Shanghai Futures Exchange weight in proportion. The Company will consider the geographical location of the customers, the seasonality demands, the transportation costs, and other relevant factors to determine the proportion of weight to be allocated to the aforementioned alumina spot market price and the weighted average price of settlement price for three-month aluminum ingot futures on the Shanghai Futures Exchange;

(ii) Electrolytic aluminum products (aluminum ingots): the trading price is determined according to the prices of futures in the current month, the weekly or monthly average spot market prices quoted on the Shanghai Futures Exchange;

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## LETTER FROM THE BOARD

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- (iii) Other products: the price is determined with reference to the contractual price or the comparable local market price. The contractual price refers to a mutually agreed price set by all relevant parties for the provision of products. Such price is equivalent to reasonable costs incurred in providing such products plus reasonable profit. Reasonable costs mainly comprise expenses for raw materials, labour costs, manufacturing fees and etc. The reasonable profit for other products provided by the Company to Chinalco is arrived at through arm's length negotiation between the Company and Chinalco after taking comprehensive consideration of the normal profit margin (being the comparable market profit margin of the relevant products or services) of such products provided by the Company to Chinalco, and shall not be lower than the profit margin charged to independent third parties. Such method of price determination is considered fair and reasonable by the Company as following the above principle. While the comparable local market prices refer to the prices arrived at with reference to those charged or quoted by at least two independent third parties providing products with comparable scale in areas where such products were provided under normal trading conditions around that time.

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## LETTER FROM THE BOARD

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(b) Supporting services and ancillary production services:

- (i) Electricity supply: According to the provisions of relevant national laws and regulations, and based on the benchmark electricity price set up by the National Development and Reform Commission, local governments will determine their respective local electricity prices in consideration of their respective actual conditions. The price for electricity supply of the Company is determined with reference to the on-grid electricity prices and electricity sales prices proposed to be executed by enterprises set out in the notices issued by the development and reform commission in each province and city on their websites from time to time;

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## LETTER FROM THE BOARD

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- (ii) Gas, heat and water supply, measurement, spare parts, repair, testing, transportation, steam: the price is determined with reference to the contractual price, which refers to a mutually agreed price set by all relevant parties for the provision of services. Such price is equivalent to reasonable costs incurred in providing such services plus reasonable profit. Reasonable costs mainly comprise expenses for raw materials, fuel costs, transportation facility fees, labour costs, manufacturing fees and etc. The reasonable profit for provision of a series of services including gas, heat, water supply and etc. by the Company to Chinalco is arrived at through arm's length negotiation between the Company and Chinalco after taking comprehensive consideration of the normal profit margin (being the comparable market profit margin of the relevant products or services) of such services provided by the Company to Chinalco, and shall not be lower than the profit margin charged to independent third parties. Such method of price determination is considered fair and reasonable by the Company as following the above principle;
- (iii) Other services: the price is determined with reference to the comparable local market prices, which refer to the prices arrived at with reference to those charged or quoted by at least two independent third parties providing services with comparable scale in areas where such services were provided under normal trading conditions, and shall not be lower than the price charged or quoted by independent third parties.

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## LETTER FROM THE BOARD

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For the storage and transportation services and ancillary production services provided by Chinalco to the Company, and a series of supporting services and ancillary production services including gas, heat and water supply and etc. provided by the Company to Chinalco, the prices are determined by reasonable costs plus a reasonable profit. The prices of other products provided by the Company to Chinalco are determined by comparable local market price or reasonable costs plus a reasonable profit. Given the numerous products and services involved herein and the regional differences in respect of costs and prices, such pricing method is arrived at through arm's length negotiation between the Company and Chinalco after taking comprehensive consideration of the normal profit margin (being the comparable market profit margin of the relevant products or services) of such products and services mutually provided by Chinalco and the Company. Separate operative agreements will be entered into under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services by the relevant parties from time to time, and the prices of the products or services provided or received by the parties will be negotiated and determined on a case by case basis in accordance with the pricing policies as set out above. In view of the foregoing, the Company believes the pricing for the aforesaid products and services is fair and reasonable.

Payment term:

Payment on delivery (payment shall generally be made (a) within a period of time after the delivery of the relevant products at the place designated by the purchasing party or the provision of the relevant services, and the completion of necessary inspections and internal approval procedures; or (b) after setting off the amounts due between the parties where there is mutual provision of products and services. The relevant payment term shall be no less favorable than those under comparable transactions between the Company and independent third parties.)

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## LETTER FROM THE BOARD

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**(c) Mineral Supply Agreement**

Date of the initial Agreement:	5 November 2001
Date of the supplementary agreement:	27 October 2025
Parties:	Chinalco, as provider (for itself and on behalf of its subsidiaries and associates)  The Company, as recipient (for itself and on behalf of its subsidiaries)
Term:	Three years commencing from 1 January 2026 and ending on 31 December 2028.
Nature of transactions:	Supply of bauxite and limestone by Chinalco to the Company; before meeting the Company's bauxite and limestone requirements, Chinalco is not entitled to provide bauxite and limestones to any third parties.
Price determination:	(1) For the supplies of bauxite and limestone from Chinalco's own mining operations, at reasonable costs incurred in providing such products (which mainly comprise fuel and energy costs, labour costs, security expenses and etc.), plus a reasonable profit (a buffer for surges in the price level and labour costs, which is arrived at through arm's length negotiation between the Company and Chinalco after taking comprehensive consideration of the normal profit margin (being the comparable market profit margin of the relevant products or services) of such products provided by Chinalco to the Company, and is not higher than the profit margin charged to independent third parties); and

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## LETTER FROM THE BOARD

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- (2) For the supplies of bauxite and limestone from jointly operated mines, at contractual price paid by Chinalco to relevant third parties in respect of the purchases.

Having considered that the profit margin of the ores provided by Chinalco through its own operated mine will not be higher than the profit margin charged to independent third parties, and the price of the ores provided by the jointly operated mine is the contractual price paid by Chinalco to relevant third parties in respect of the purchases, the Company believes that the pricing is reasonable.

Payment term: Payment on delivery (payment shall generally be made (a) within a period of time after the delivery of the relevant products at the place designated by the purchasing party or the provision of the relevant services, and the completion of necessary inspections and internal approval procedures; or (b) after setting off the amounts due between the parties where there is mutual provision of products and services. The relevant payment term shall be no less favorable than those under comparable transactions between the Company and independent third parties.)

***(d) Provision of Engineering, Construction and Supervisory Services Agreement***

Date of the initial Agreement: 5 November 2001

Date of the supplementary agreement: 27 October 2025

Parties: Chinalco, as provider (for itself and on behalf of its subsidiaries and associates)

The Company, as recipient (for itself and on behalf of its subsidiaries)

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## LETTER FROM THE BOARD

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- Term: Three years commencing from 1 January 2026 and ending on 31 December 2028.
- Nature of transactions: Engineering design, construction and supervisory services as well as relevant research and development operations provided by Chinalco to the Company.
- Price determination:
- (1) Engineering design: the price is determined by comparable local market prices or through public bidding on a case by case basis. The comparable local market prices refer to the prices arrived at with reference to those charged or quoted by at least two independent third parties providing services with comparable scale in areas where such services were provided under normal trading conditions. Price determination through public bidding refers to the prices determined in accordance with the public bidding and tender procedure required by the relevant regulatory authorities in the areas where the projects are located. The bidding price shall be controlled within the reasonable range which is close to the base price.
  - (2) Construction and supervisory services: the price is determined through public bidding. In such case, the prices will be determined in accordance with the public bidding and tender procedure required by the relevant regulatory authorities in the areas where the projects are located. The bidding price shall be controlled within the reasonable range which is close to the base price.
  - (3) Other relevant services: the price is determined with reference to the comparable local market prices, which refer to the prices arrived at with reference to those charged or quoted by at least two independent third parties providing services with comparable scale in areas where such services were provided under normal trading conditions around that time.



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## LETTER FROM THE BOARD

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The base price referenced in pricing for engineering design, construction and supervisory services is generally determined by the professionals or agencies as organised or entrusted by the bidding unit. The base price is arrived at by adding other fees incurred directly or indirectly, on-the-spot expenditures, estimated profits (with reference to the workload of the project and the profit of projects with similar size) and taxes under prescribed procedures to the sum of costs for labour, materials and machinery utilization based on the engineering quantity (or workload of design and supervisory services) of the construction project. Separate operative agreements will be entered into under the Provision of Engineering, Construction and Supervisory Services Agreement by the relevant parties from time to time, and the price of the services provided or received by parties will be negotiated and determined on a case by case basis in accordance with the pricing policies as set out above.

Payment term: Payment shall generally be made (a) as to 10% to 20% of the contract price before the provision of the relevant services, up to a maximum of 70% of the contract price during the provision of the relevant services and as to the remaining 10% to 20% of the contract price upon successful provision of the relevant services; (b) in accordance with the prevailing market practice; or (c) in accordance with the arrangement to be agreed by the parties. The relevant payment term shall be no less favorable than those under comparable transactions between the Company and independent third parties.

**(e) *Land Use Rights Leasing Agreement***

Date: 5 November 2001

Parties: Chinalco, as lessor (for itself and on behalf of its subsidiaries)

The Company, as lessee (for itself and on behalf of its subsidiaries)

Term: 50 years, expiring on 30 June 2051

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## LETTER FROM THE BOARD

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According to the opinion in the letter from the then independent financial adviser on the Company's renewal of these continuing connected transactions in December 2006, a relatively long lease term of the land is in line with the interest of the Company and the Independent Shareholders and can help reduce the obstacles to the production and business operation of the Group which may arise from replacement. Taking into considerations (i) the leased land and the scale of facilities built thereon; and (ii) the resources for construction of new production plants and related facilities, replacement is difficult and unfeasible. The Directors believe that the relevant term is normal business practice for similar contracts.

Price determination:

The rental shall be negotiated every three years at a rate not higher than the comparable local market prices (i.e. with reference to those charged or quoted by at least two independent third parties in respect of the land use rights with comparable scale in such areas under normal trading conditions around the time, and shall not be higher than those charged or quoted by independent third parties) or the prevailing market rental as determined by an independent valuer, to be engaged by both parties from time to time, through land valuation. In light of factors such as the land area and the scale of facilities built thereon, if it proves difficult to obtain prices or quotations from independent third parties for comparable land use rights in the market, both parties shall from time to time appoint an independent valuer to determine the prevailing market rental through land valuation.

Shanghai Orient Appraisal Co., Ltd. (上海東洲資產評估有限公司) (a qualified valuer in the PRC) was jointly engaged by both parties, and appraised 470 pieces (parcels) of land located in China with a total area of approximately 61.22 million square meters with 30 June 2021 as the valuation benchmark date. The rental standard was determined based on the appraised value of the land of approximately RMB17,300 million discounted according to the remaining use life of the relevant land and taken into account relevant taxes and fees related to the use of the land.

Payment term:

Quarterly payment

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## LETTER FROM THE BOARD

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***(f) New Fixed Assets Lease Framework Agreement***

Date: 27 October 2025

Parties: Chinalco, as both lessor and lessee (for itself and on behalf of its subsidiaries and associates)

The Company, as both lessor and lessee (for itself and on behalf of its subsidiaries)

Term: Three years commencing from 1 January 2026 and ending on 31 December 2028.

Nature of transactions: Chinalco and the Company shall lease to each other their respective buildings, constructions, machinery, apparatus, transportation as well as equipment, appliance or tools and other fixed assets in relation to the production and operation.

Price determination: The rental shall follow the principles of valuable consideration, openness, fairness and justness, and introduce market competition mechanism. When determining the rental, the parties shall also make reference to the prices charged or quoted by at least two independent third parties providing services of similar size and nature under normal trading conditions in the market around that time.

Payment term: Monthly payment

***(g) New General Services Master Agreement***

Date of signing: 27 October 2025

Parties: Chinalco, as provider (for itself and on behalf of its subsidiaries and associates)

The Company, as recipient (for itself and on behalf of its subsidiaries)

Term: Three years commencing from 1 January 2026 and ending on 31 December 2028.

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## LETTER FROM THE BOARD

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- Nature of transactions:
- (1) Chinalco provides the Company with platform services, such as financial sharing:
    - (a) Chinalco provides the Company with document review, financial accounting and fund settlement and other transaction processing services in the financial process including sales to receivables, procurement to payables, expense reimbursement, asset management, general ledger accounting, fund management and title registration upon the Company's decision and initiation of business;
    - (b) Chinalco provides unified data flow standard services for the Company, including master data such as organisation, employees, customers, suppliers, banks, etc., and business and financial data such as forms and vouchers, to achieve a full range of data connection between accounts and funds, providing enquiry, consultation and report analysis services on accounts and funds ;
    - (c) Chinalco provides the Company with services that achieve data standard management for the application and use of each demand party; and
    - (d) Chinalco provides the Company with relevant system operation and maintenance configuration services.
  - (2) Chinalco provides the Company with economic research and consulting services: Chinalco provides the Company with various research and consulting services such as macro economy, industrial economy, emerging industry and mining economy, and makes adjustment and updating to the research content appropriately in light of the nationwide, industry-wide and the company's own situation.

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## LETTER FROM THE BOARD

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- (3) Chinalco provides the Company with other services: Chinalco provides management consulting, training and other comprehensive services of operations management (if applicable) on the basis of the Company's needs.

Price determination: Where there is government (including local government) prescribed price, such price shall apply; where there is no government prescribed price but government guidance price, such guidance price shall apply; where there is no government prescribed price or guidance price, the market price shall apply; where the aforesaid three kinds of prices do not exist, the agreed price shall apply, which shall comply with the principle of fairness and reasonableness and be determined in accordance with the principle of reasonable cost plus reasonable profit.

Payment term: It shall be implemented in accordance with the provisions of specific service agreements separately executed under the general services master agreement.

## LETTER FROM THE BOARD

### 3. Historical Amounts of the Daily Continuing Connected Transactions

Set out below are the actual amounts and the annual caps of the Daily Continuing Connected Transactions for the two years ended 31 December 2024 and six months ended 30 June 2025:

Transactions	For the year ended		For the year ended		For the six	For the
	31 December 2023		31 December 2024		months ended	year ending
	Actual	Annual	Actual	Annual	30 June 2025	31 December
	amounts	caps	amounts	caps	Actual	Annual
	(RMB	(RMB	(RMB	(RMB	(RMB	(RMB
	million)	million)	million)	million)	million)	million)
<b>Expenditure transactions:</b>						
(a) Comprehensive Social and Logistics Services Agreement	231	500	225	500	113	500
(b) General Agreement on Mutual Provision of Production Supplies and Ancillary Services	13,814	22,400	21,389	33,600	12,002	38,900
(c) Mineral Supply Agreement	26	1,800	129	1,800	0	1,800
(d) Provision of Engineering, Construction and Supervisory Services Agreement	776	6,300	2,917	6,100	1,177	6,000
(e) Land Use Rights Leasing Agreement	1,411	1,500	1,396	1,500	696	1,500
(f) Existing Fixed Assets Lease Framework Agreement	3	300	27	300	36	300
(g) Existing General Services Master Agreement	40	90	30	90	58	90
<b>Revenue transactions:</b>						
(b) General Agreement on Mutual Provision of Production Supplies and Ancillary Services	38,860	64,300	53,234	65,700	29,722	71,500
(f) Existing Fixed Assets Lease Framework Agreement	29	300	25	300	7	300

## LETTER FROM THE BOARD

### 4. Proposed Annual Caps for the Daily Continuing Connected Transactions and Basis of Determination

Set out below are the proposed annual caps of the Daily Continuing Connected Transactions between the Group and Chinalco for the three years ending 31 December 2028:

Transactions	Proposed annual caps		
	2026	2027	2028
	(RMB million)	(RMB million)	(RMB million)
<b>Expenditure transactions:</b>			
(a) Comprehensive Social and Logistics Services Agreement	500	500	500
(b) General Agreement on Mutual Provision of Production Supplies and Ancillary Services	38,900	38,900	38,900
(c) Mineral Supply Agreement	1,800	1,800	1,800
(d) Provision of Engineering, Construction and Supervisory Services	8,000	8,800	9,600
(e) Land Use Rights Leasing Agreement <sup>Note</sup>	1,600	1,600	1,600
(f) New Fixed Assets Lease Framework Agreement <sup>Note</sup>	300	300	300
(g) New General Services Master Agreement	200	200	200
<b>Revenue transactions:</b>			
(b) General Agreement on Mutual Provision of Production Supplies and Ancillary Services	86,800	94,400	97,300
(f) New Fixed Assets Lease Framework Agreement	300	300	300

*Note:* Pursuant to IFRS 16, the lease to be entered into by the Company as the lessee under the Land Use Rights Leasing Agreement and the New Fixed Assets Lease Framework Agreement will be recognised as right-of-use assets. The proposed annual caps are set based on the total value of the right-of-use assets relating to individual lease agreement expected to be entered into by the Company in each year, which is calculated with reference to the aggregate of the total annual rentals for the full lease term of each individual lease agreement newly entered into each year, discounted by the Company's incremental borrowing rate.

The proposed annual caps of the Daily Continuing Connected Transactions are determined with reference to the actual demand of the Group in business development in the following three years and the historical transaction amounts of the Daily Continuing Connected Transactions, which, in the opinion of the Board, are fair and reasonable and in the interests of the Company and the Shareholders as a whole. The specific analyses are as follows:

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## LETTER FROM THE BOARD

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**(a) *Comprehensive Social and Logistics Services Agreement***

Each of the proposed annual caps for the expenditure transactions under the Comprehensive Social and Logistics Services Agreement for the three years from 2026 to 2028 is RMB500 million, basically at par with the annual caps of the preceding three years, which is mainly based on the Group's estimation of generally stable demands for comprehensive social and logistics services provided by Chinalco, with a certain buffer space reserved in the annual caps to cope with possible future trading fluctuations.

**(b) *General Agreement on Mutual Provision of Production Supplies and Ancillary Services***

The proposed annual caps for the expenditure transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services of the three years from 2026 to 2028 are RMB38,900 million each year, representing the same as the annual caps for 2025, while an increase compared to the annual caps for 2023 and 2024.

The proposed annual caps for the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services of the three years from 2026 to 2028 are RMB86,800 million, RMB94,400 million and RMB97,300 million, respectively, representing increases from those of the preceding three years.

The Company determined the proposed annual caps for the above expenditure transactions and revenue transactions primarily based on the following reasons: (i) the historical transaction amount for expenditure transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services in 2024 increased by approximately 55% compared to 2023, while the historical transaction amount for the revenue transactions in 2024 increased by approximately 37% compared to 2023; (ii) as disclosed in the Company's announcements dated 28 February 2025 and the supplemental circular dated 7 April 2025, Baotou Aluminum, after absorbing and merging with Inner Mongolia Huayun, will become a 30%-controlled company of Chinalco, thereby becoming a connected person of the Company under the Hong Kong Listing Rules. The transactions in relation to the purchase and sale of products and services by the Company to Baotou Aluminum constitute continuing connected transactions of the Company and shall be governed by the General Agreement on Mutual Provision of Production Supplies and Ancillary Services. As a result, the expenditure transactions and revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services are expected to increase by approximately RMB9.4 billion and RMB5.6



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## LETTER FROM THE BOARD

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billion, respectively; (iii) the transaction volume may increase due to the likely rise of the market price of commodities supplied between the Company and Chinalco given the significant fluctuation of commodities prices in recent years. Based on a 15% increase from the highest electrolytic aluminum price of RMB24,000 per ton in the past five years, the expenditure transactions and revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services are expected to increase by approximately RMB4 billion and RMB6 billion, respectively; (iv) the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services are expected to increase by approximately RMB5 billion due to the Company potentially providing transportation services for Chinalco's overseas projects in the future; (v) Chinalco (Yunnan) Green Advanced Aluminum Base Material Co., Ltd.\* (中鋁(雲南)綠色先進鋁基材料有限公司) (a subsidiary of the Company) plans to commence slab ingots production in 2026 for sale to Chinalco High-end Manufacturing Co., Ltd.\* (中國鋁業集團高端製造股份有限公司) (a subsidiary of Chinalco), resulting in an expected increase of approximately RMB8 billion for the revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services; and (vi) having considered the Group's business growth over the next three years and allowing for buffer space, the proposed annual caps for expenditure transactions and revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services reserve an amount not exceeding 15%.

**(c) Mineral Supply Agreement**

In recent years, the Company has firmly implemented the "Overseas + Coastal" strategy, continuously optimized the layout of the alumina industry, accelerated the construction of overseas and coastal alumina industrial bases, and continuously increased our demand on imported ores. In order to better support the high-quality development goals of the Company, reserve quotas for future trading business, and improve ore security capabilities, each of the proposed annual caps for the expenditure transactions under the Mineral Supply Agreement for the three years from 2026 to 2028 is RMB1.8 billion, basically at par with the annual caps of the preceding three years.

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## LETTER FROM THE BOARD

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**(d) *Provision of Engineering, Construction and Supervisory Services Agreement***

The proposed annual caps for the expenditure transactions under the Provision Engineering, Construction and Supervisory Services Agreement of the three years from 2026 to 2028 are RMB8,000 million, RMB8,800 million and RMB9,600 million, respectively, representing increases from those of the preceding three years. Such estimation is primarily based on the consideration of the potential construction demands for engineering projects that the Company may undertake in the coming years in areas such as resource acquisition, transformation and upgrading, green and low-carbon initiatives, and digital and intelligent transformation.

**(e) *Land Use Rights Leasing Agreement***

Each of the proposed annual caps<sup>Note</sup> for expenditure transactions under the Land Use Right Leasing Agreement for the three years from 2026 to 2028 is RMB1.6 billion, representing an increase of RMB100 million from those of the preceding three years. Such estimation is primarily based on the fact that the actual amount incurred in the preceding three years was close to the annual cap, and a buffer space of RMB100 million is reserved.

*Note:* Pursuant to IFRS 16, the lease to be entered into by the Company as the lessee under the Land Use Rights Leasing Agreement will be recognised as right-of-use assets. The proposed annual caps for the three years from 2026 to 2028 are set based on the total value of the right-of-use assets relating to individual lease agreement expected to be entered into by the Group in each year, which is calculated with reference to the aggregate of the total annual rentals for the full lease term of each individual lease agreement newly entered into each year, discounted by the Company's incremental borrowing rate.

**(f) *New Fixed Assets Lease Framework Agreement***

Each of the proposed annual caps<sup>Note</sup> for expenditure transactions under the New Fixed Assets Lease Framework Agreement for the three years from 2026 to 2028 is RMB300 million, basically at par with the annual caps of the preceding three years. Such estimation is primarily based on the fact that existing caps can satisfy the business demand in the future three years.

*Note:* Pursuant to IFRS 16, the lease to be entered into by the Company as the lessee under the New Fixed Assets Lease Framework Agreement will be recognised as right-of-use assets. The proposed annual caps for the three years from 2026 to 2028 are set based on the total value of the right-of-use assets relating to individual lease agreement expected to be entered into by the Group in each year, which is calculated with reference to the aggregate of the total annual rentals for the full lease term of each individual lease agreement newly entered into each year, discounted by the Company's incremental borrowing rate.

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## LETTER FROM THE BOARD

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Each of the proposed annual caps for revenue transactions under the New Fixed Assets Lease Framework Agreement for the three years from 2026 to 2028 is RMB300 million, basically at par with the annual caps of the preceding three years. Such estimation is primarily based on the fact that existing caps can satisfy the business demand in the future three years.

**(g) *New General Services Master Agreement***

Each of the proposed annual caps for the expenditure transactions under the New General Services Master Agreement for the three years from 2026 to 2028 is RMB200 million, representing significant increases from those of the preceding three years. Such estimation is primarily based on that: (i) the utilisation of relevant services such as Chinalco's financial sharing platform by the Company in accordance with its actual business needs, is conducive to promoting the management efficiency of the Company; and (ii) considering the increasing difficulty in obtaining domestic mineral resources, in order to ensure the long-term sustainable development, the Company has elevated the acquisition of overseas resources to a core strategic position. Chinalco's overseas segment has advanced experience in strategic mineral resource security, industry analysis, and market research, and has successfully promoted major construction projects overseas. To this end, the Company intends to engage Chinalco to provide research and consulting services on mining economy, emerging industries, and industrial economy, in order to support the early planning and efficient implementation of our overseas key projects in the next three years.

**5. Internal Control Measures for Daily Continuing Connected Transactions**

The Company has adopted a set of effective internal control measures to supervise the continuing connected transactions of the Company. The authorized departments of the Company at least semi-annually collect and record information on prices and profit margins charged by independent third parties under normal trading conditions in areas where similar products or services are provided, and at least semi-annually inquire relevant industry specialist websites, industry specialist reports or published information on prices and profit margins to trace market conditions in a timely manner. In addition, the Company will compare suppliers through bidding (with not less than 3 bidders) in accordance with the related party transaction management measures and bidding management measures to ensure that the prices and profit margins are fair and reasonable. Prior to entering into specific agreements, the authorized departments of the Company will review and assess the specific terms and conditions (including profit margin (if applicable)) of the transactions and refer to relevant industry specialist websites, industry specialist reports or published information on prices and profit margins to ensure their consistency with the agreements of the Daily Continuing Connected Transactions and the fairness and reasonableness of prices and profit margins. The financial department of the Company traces, monitors and checks the progress of the continuing connected transactions of the Company on a monthly basis

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## LETTER FROM THE BOARD

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to oversee whether the amount of such transactions exceeds the proposed annual caps. The Audit Committee of the Board of the Company will strictly review the continuing connected transactions on a continuous basis to ensure the integrity and effectiveness of the internal control measures regarding the continuing connected transactions. The independent non-executive Directors and auditors of the Company will conduct an annual review of the continuing connected transactions.

The Board considers that the above internal control procedures and corporate governance measures adopted by the Company are appropriate and that the procedures and measures above will give sufficient assurance to the Shareholders that the Daily Continuing Connected Transactions will be appropriately monitored by the Company.

### **6. Reasons for and Benefits of Entering into the Daily Continuing Connected Transactions**

Given the long-term relationship between the Group and Chinalco, the Company considers that it is in the Company's interests to enter into the agreements relating to the Daily Continuing Connected Transactions and to continue with the Daily Continuing Connected Transactions for the following reasons: (i) the Group can acquire prompt and stable supply of products and services from Chinalco, thus lowering the operating risks and costs and facilitating the Group's routine management on production; (ii) the Group can acquire engineering design, construction and supervisory services from Chinalco based on normal commercial terms, which are beneficial for the project development and construction and business development of the Group; (iii) the Group can provide part of products and services to Chinalco, which inure to avoid the risk of market fluctuations and increase the Group's operating revenue; and (iv) the utilisation of relevant services such as Chinalco's financial sharing platform and other platforms by the Group, is conducive to promoting the management efficiency and risk prevention and control of the Company.

The Directors (including the independent non-executive Directors, after considering the advice of Independent Financial Adviser) are of the view that the agreements under the Daily Continuing Connected Transactions are entered into in the ordinary and usual course of business of the Group on normal commercial terms or better, and relevant terms, the Daily Continuing Connected Transactions and proposed caps thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **7. Implications under the Hong Kong Listing Rules**

As at the Latest Practicable Date, Chinalco is the controlling Shareholder of the Company and thus is a connected person of the Company under the Hong Kong Listing Rules. The entering into of the agreements under the Daily Continuing Connected Transactions and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules.

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## LETTER FROM THE BOARD

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As the highest applicable percentage ratio (as defined under the Hong Kong Listing Rules) in respect of each of (i) the expenditure and revenue transactions under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services; and (ii) the expenditure transactions under the Provision of Engineering, Construction and Supervisory Services Agreement exceeds 5%, the transactions contemplated thereunder are subject to reporting, announcement and independent shareholders' approval requirements 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 each of (i) the expenditure transactions under the Comprehensive Social and Logistics Services Agreement; (ii) the expenditure transactions under the Mineral Supply Agreement; (iii) the expenditure transactions under the Land Use Rights Leasing Agreement; (iv) the expenditure and revenue transactions under the New Fixed Assets Lease Framework Agreement; and (v) the expenditure transactions under the New General Services Master Agreement exceeds 0.1% but is less than 5%, the transactions contemplated thereunder are only subject to reporting and announcement requirements and are exempt from independent shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

Although (i) the expenditure transactions under the Comprehensive Social and Logistics Services Agreement; (ii) the expenditure transactions under the Mineral Supply Agreement; (iii) the expenditure transactions under the Land Use Rights Leasing Agreement; (iv) the expenditure and revenue transactions under the New Fixed Assets Lease Framework Agreement; and (v) the expenditure transactions under the New General Services Master Agreement are exempt from independent shareholders' approval requirement under the Hong Kong Listing Rules, such transactions are still subject to Independent Shareholders' approval at the general meeting of the Company pursuant to the relevant requirements of the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange.

As Mr. Mao Shiqing and Mr. Li Xiehua (resigned as a Director of the Company on 31 October 2025), the Directors of the Company, concurrently hold positions in Chinalco, they have abstained from voting on the Board resolution with respect to such transactions. Saved as stated above, none of the Directors has any material interest in such transactions and therefore none of the Directors has abstained from voting on such Board resolution.

The Company has established the Independent Board Committee to advise the Independent Shareholders in respect of the expenditure and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement and their respective proposed caps. VBG Capital Limited, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this respect

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## LETTER FROM THE BOARD

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### 8. General Information

#### *Information on the Company*

The Company is a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively. The Group principally engages in the exploration and mining of bauxite, coal and other resources; production, sales and technology research of alumina, primary aluminum, aluminum alloy and carbon products; international trade; logistics business; thermal and new energy power generation, etc.

#### *Information on Chinalco*

As at the Latest Practicable Date, Chinalco is the controlling Shareholder of the Company. Chinalco is a wholly state-owned enterprise incorporated in the PRC and is primarily engaged in development of mineral resources, smelting and processing of non-ferrous metal, relevant trading and engineering and technical services, etc.

### III. THE NEW FINANCIAL SERVICES AGREEMENT ENTERED INTO BETWEEN THE COMPANY AND CHINALCO FINANCE COMPANY AND THE PROPOSED CAPS THEREUNDER

#### 1. Introduction

References are made to the announcement of the Company dated 21 March 2023 and the supplemental circular of the Company dated 23 May 2023, in relation to, among other things, the entering into of the Existing Financial Services Agreement between the Company and Chinalco Finance Company for a term from 20 June 2023 to 31 December 2025.

Reference is also made to the announcement of the Company dated 27 October 2025 in relation to, among other things, the entering into of the New Financial Services Agreement between the Company and Chinalco Finance Company. In view of the expiration of the Existing Financial Services Agreement on 31 December 2025, the Company renewed the New Financial Services Agreement with Chinalco Finance Company on 27 October 2025.

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## LETTER FROM THE BOARD

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### 2. New Financial Services Agreement

#### *Date of Signing*

27 October 2025

#### *Parties*

- (1) the Company (as the recipient, for itself and on behalf of its subsidiaries); and
- (2) Chinalco Finance Company (as the provider).

#### *Effectiveness and Term of the Agreement*

The New Financial Services Agreement shall become effective and be implemented on 1 January 2026 upon signature by authorized signatories of both parties with their respective common seals or seals specifically for contracts affixed thereon and approval from their respective competent bodies (including but not limited to obtaining the approval of the Independent Shareholders of the Company at the EGM). The term of the agreement shall be three years, commencing on 1 January 2026, and ending on 31 December 2028.

Subject to the relevant requirements under the Hong Kong Listing Rules and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the New Financial Services Agreement may be renewed for a period of three years as agreed by both parties and the Company will then perform its information disclosure obligations in due course pursuant to the applicable requirements under the Hong Kong Listing Rules.

#### *Major Terms*

- (1) Pursuant to the New Financial Services Agreement, the Group and Chinalco Finance Company will cooperate on a non-exclusive basis, thereby allowing the Group to select other financial institutions for financial services at its discretion.
- (2) Chinalco Finance Company undertakes that the terms for the provision of financial services to the Group at any time shall be no less favourable than those for the same type of financial services provided by Chinalco Finance Company to Chinalco and other members of its group, nor less favourable than those for the same type of financial services available to the Group from major commercial banks in the PRC at the same time.

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## LETTER FROM THE BOARD

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- (3) Chinalco Finance Company shall provide the following financial services to the Group in accordance with the above service principles, with the major service terms as below:

*(a) Deposit Services*

- (i) The interest rate for the deposits of the Group with Chinalco Finance Company shall be within the upper limit of the interest rate for the same type of deposit announced by PBOC for the same period, and, in principle, not lower than the interest rate for the same type of deposit offered by major commercial banks in the PRC for the same period (the Company will obtain at least four quotations from the independent third commercial banks, including but not limited to Bank of China, Agricultural Bank of China, Industrial and Commercial Bank of China, China Construction Bank and Bank of Communications).
- (ii) In respect of deposit services, Chinalco Finance Company shall ensure the security of the Group's funds and promptly and fully satisfy any withdrawal request raised by the Group at any time. If Chinalco Finance Company fails to pay the deposits to the Group on time and in full upon request, the Company shall be entitled to terminate the New Financial Services Agreement and offset the loans due to Chinalco Finance Company by the Group with such deposits payable by Chinalco Finance Company according to the PRC laws and regulations.
- (iii) The maximum daily balance of deposits (including accrued interest) placed by the Group with the settlement account of Chinalco Finance Company shall not exceed RMB22 billion during the term of the New Financial Services Agreement.

*(b) Settlement Services*

- (i) Chinalco Finance Company will provide payment and receipt services as well as other ancillary services relating to settlement services to the Group in accordance with the Group's instructions.
- (ii) Chinalco Finance Company will provide the Group with the above settlement services for free.



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## LETTER FROM THE BOARD

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*(c) Credit Services*

- (i) Subject to compliance with the relevant PRC laws and regulations, Chinalco Finance Company will, in accordance with the operation and development needs of the Group, provide comprehensive credit services, loan services, bills acceptance services, bills discounting services, and other financing operations within its business scope and regulatory indicators.
- (ii) The interest rate for the loans to be provided by Chinalco Finance Company to the Group shall be determined with reference to the loan prime rate as promulgated by the National Interbank Funding Centre under the authority of PBOC, and the interest rate for the loans shall, in principle, not exceed the interest rate for the same type of loan provided by major independent financial institutions for the same period in the service location or adjacent areas in the normal course of business for such types of credit services (the Company will obtain at least four quotations from the independent third commercial banks, including but not limited to Bank of China, Agricultural Bank of China, Industrial and Commercial Bank of China, China Construction Bank and Bank of Communications).
- (iii) Chinalco Finance Company shall provide loans to the Group on normal commercial terms and no security is to be granted by the Group over its assets.
- (iv) The maximum daily balance of loans (including accrued interest) provided by Chinalco Finance Company to the Group shall not exceed RMB24 billion during the term of the New Financial Services Agreement.

*(d) Miscellaneous Financial Services*

- (i) Chinalco Finance Company will provide miscellaneous financial services within its business scope in accordance with the Group's instructions and requirements, before Chinalco Finance Company provides other financial services to the Group, both parties shall engage in consultation and enter into separate contracts/agreements.

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## LETTER FROM THE BOARD

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- (ii) The fees charged by Chinalco Finance Company for the provision of aforesaid miscellaneous financial services to the Group shall be in accordance with the relevant benchmark rates for such type of service determined by PBOC or the National Financial Regulatory Administration, and, in principle, not exceed those charged by major commercial banks for the same type of financial service for the same period, or those charged by Chinalco Finance Company for the provision of the same type of financial service to Chinalco and other members of its group in the service location or adjacent areas in the normal course of business.
- (iii) The annual fees charged by Chinalco Finance Company for the provision of miscellaneous financial services to the Group shall not exceed RMB100 million during the term of the New Financial Services Agreement.

### **3. Internal Control Procedures and Corporate Governance measures Adopted by the Group**

In order to protect the interests of the Shareholders, the Group will adopt the following internal control procedures and corporate governance measures in relation to its utilisation of Chinalco Finance Company's services:

- (1) A monthly report on the status of the Group's deposits with Chinalco Finance Company for the previous month will be delivered by Chinalco Finance Company to the Company on the third business day of each month;
- (2) Copies of all regulatory reports submitted by Chinalco Finance Company to the National Financial Regulatory Administration will be provided to the Company by Chinalco Finance Company;
- (3) The financial statements of Chinalco Finance Company will be provided to the Company by Chinalco Finance Company on the fifth business day after the end of each quarter;

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## LETTER FROM THE BOARD

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- (4) Prior to entering into of any deposit arrangement with Chinalco Finance Company, the Company will communicate with Chinalco Finance Company and at least four independent commercial banks or financial institutions in the PRC. The interest rate for the deposit of the same type and term offered by Chinalco Finance Company and independent commercial banks or financial institutions will be given to the Company for comparison. If the Company is aware of that the deposit interest rate offered by Chinalco Finance Company is less favourable than that offered by major domestic commercial banks in the PRC for the deposit of the same type and term, the Group will not place deposits with Chinalco Finance Company, or it will negotiate with Chinalco Finance Company to re-determine the interest rate;
- (5) The Company has formulated the Risk Disposal Plan for Connected Transactions between Aluminum Corporation of China Limited and Chinalco Finance Co., Ltd. The plan aims to guarantee the capital safety of the Company, and put forward solutions to transaction-related risk and capital preservation plan; and
- (6) The Company conducts continuous risk assessment on Chinalco Finance Company, and issues the continuous risk assessment report every six months, which is disclosed simultaneously with the annual and interim reports.

The Board is of the view that the above internal control procedures and corporate governance measures proposed to be adopted by the Company concerning the continuing connected transactions are appropriate and above procedures and measures will provide adequate assurance to the Shareholders that the continuing connected transactions under the New Financial Services Agreement will be appropriately monitored by the Company.

#### **4. Historical Amounts of the Continuing Connected Transactions**

##### ***(1) Deposit Services***

The maximum daily balance of deposits (including accrued interest) placed by the Group with Chinalco Finance Company for the two years ended 31 December 2024, and the six months ended 30 June 2025 was approximately RMB14.231 billion, RMB16.988 billion, and RMB16.986 billion, respectively.

##### ***(2) Settlement Services***

Chinalco Finance Company provides settlement services to the Group free of charge. Therefore, the Group did not pay any fees to Chinalco Finance Company for settlement services for the two years ended 31 December 2024 and the six months ended 30 June 2025.

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## LETTER FROM THE BOARD

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### **(3) Credit Services**

As the credit services provided by Chinalco Finance Company to the Group are on normal commercial terms (or better to the Group) and no security over its assets is granted by the Group in respect of such loans, thus such services constitute exempt continuing connected transactions under Rule 14A.90 of the Hong Kong Listing Rules.

### **(4) Miscellaneous Financial Services**

The historical amounts paid by the Group to Chinalco Finance Company for the miscellaneous financial services for the two years ended 31 December 2024, and the six months ended 30 June 2025 were approximately RMB0.5 million, RMB0.2 million and RMB0.01 million, respectively.

## **5. Proposed Caps under the New Financial Services Agreement**

### **(1) Deposit Services**

Pursuant to the Existing Financial Services Agreement, the maximum daily balance of deposits (including accrued interest) placed by the Group with Chinalco Finance Company shall not exceed RMB17 billion. Under the New Financial Services Agreement, the maximum daily balance of deposits (including accrued interest) placed by the Group with Chinalco Finance Company shall not exceed RMB22 billion during the term of the New Financial Services Agreement.

The Board has taken into account that:

- (a) the highest historical utilization rate for the cap of the maximum daily balance of deposits (including accrued interest) under the Existing Financial Services Agreement has reached nearly 100%;
- (b) in recent years, the Group's operating performance has gradually improved, and its operating cash flow has also increased year by year. As of the end of June 2025, the Group's cash and cash equivalents amounted to approximately RMB25.4 billion, and the deposit balance (including accrued interest) at Chinalco Finance Company had reached nearly RMB17 billion. In the second half of 2025, the Group's operating cash flow is expected to continue to increase, and cash and cash equivalents will also increase accordingly. The maximum daily balance of deposits under the Existing Financial Services Agreement can no longer meet the Group's needs;

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## LETTER FROM THE BOARD

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- (c) it is expected that China will maintain a loose monetary policy with relatively abundant liquidity in the coming years. On one hand, the Group will reserve sufficient funds to maintain stable operations, promote resource acquisition, accelerate transformation and upgrading, and ensure the construction of key projects; on the other hand, the Company will continue to optimise its debt structure and keep the monetary fund balance within a reasonable range.
- (d) the funds deposited with Chinalco Finance Company by the Group is conducive to strengthening funds centralized management and accelerating the turnover of funds, so as to increase the efficiency of funds utilization; and
- (e) the interest rate for the deposits of the Group with Chinalco Finance Company is generally superior to the interest rate for the same type of deposit announced by PBOC for the same period and the interest rate for the same type of deposit offered by the major commercial banks in the PRC for the same period, which is beneficial to improving the level of the Group's capital gains.

The Board proposed that under the New Financial Services Agreement, the maximum daily balance of deposits (including accrued interest) placed by the Group with Chinalco Finance Company's settlement account during the term of the New Financial Services Agreement shall be set at RMB22 billion and considered such proposed cap thereunder is fair and reasonable.

### **(2) Settlement Services**

Pursuant to the Existing Financial Services Agreement, Chinalco Finance Company agreed to provide settlement services to the Group for free. Pursuant to the New Financial Services Agreement, Chinalco Finance Company agreed to provide the Group with the settlement services for free, therefore no annual cap is required to be set in this regard.

### **(3) Credit Services**

Pursuant to the Existing Financial Services Agreement, the maximum daily balance of loans (including accrued interest) provided by Chinalco Finance Company to the Group shall not exceed RMB21 billion. Under the New Financial Services Agreement, the maximum daily balance of loans (including accrued interest) provided by Chinalco Finance Company to the Group shall not exceed RMB24 billion.

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## LETTER FROM THE BOARD

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### **(4) *Miscellaneous Financial Services***

Pursuant to the Existing Financial Services Agreement, Chinalco Finance Company agreed to provide miscellaneous financial services to the Group with total annual fees payable to Chinalco Finance Company by the Group not exceeding RMB100 million. Under the New Financial Services Agreement, the total annual fees of miscellaneous financial services payable to Chinalco Finance Company by the Group shall not exceed RMB100 million. Although the historical transaction amount under the Existing Financial Services Agreement is relatively low, considering that the Company may further expand the scope of miscellaneous financial services with Chinalco Finance Company in the future, including but not limited to foreign exchange market and exchange rate analysis services, financial market policy interpretation services, domestic and foreign business financial advisory services, etc., as such, the total annual fees of miscellaneous financial services under the New Financial Services Agreement will remain consistent with those under the Existing Financial Services Agreement.

### **6. Reasons for and Benefits of Entering into the New Financial services Agreement**

The reasons for the Company to enter into the New Financial Services Agreement with Chinalco Finance Company are as follows:

- (1) The settlement services through Chinalco Finance Company will strengthen the Company's centralized management of its subsidiaries' funds and reduce the capital transmission time, and the Company may take full advantage of the favourable policy of free settlement services provided by Chinalco Finance Company to duly increase the amount of settlement services to be provided by Chinalco Finance Company and reduce the banking commission charges payable by the Company, which is beneficial to reducing the amount of funds kept by the Company and its subsidiaries, thereby releasing more funds for turnover.
- (2) The Company will deposit part of its funds with Chinalco Finance Company, which will provide financing support to the Company's subsidiaries through operating loans of Chinalco Finance Company in compliance with the limits for such loans. Such arrangements will resolve the capital requirements of certain subsidiaries of the Company and enable the Company to centralize its management of the Group's credit limits and loan targets through Chinalco Finance Company.

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## LETTER FROM THE BOARD

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- (3) The interest rate for the deposits of the Group with Chinalco Finance Company is generally superior to the interest rate for the same type of deposit announced by PBOC for the same period and the interest rate for the same type of deposit offered by the major commercial banks in the PRC for the same period, which is beneficial to improving the level of the Company's capital gains.
- (4) From the perspective of capital safety, Chinalco Finance Company has strong anti-risk capability with the strong background support of Chinalco. The funds deposited with Chinalco Finance Company by the Company can effectively avoid the complex and volatile environment of the financial market, which can guarantee the capital safety.
- (5) According to the New Financial Services Agreement, Chinalco Finance Company will provide comprehensive credit services, loan services, bills acceptance services, bills discounting services, guarantee services and other financing services, whose interest rate shall be equivalent to or lower than the interest rate for the same type of loans provided by the major commercial banks in the PRC for the same period, and no security is to be granted by the Company over its assets, enabling the lending procedures easier and more efficient than those provided by the commercial banks.
- (6) Chinalco Finance Company can serve as the Company's funds centralized management platform to balance funds. The arrangement of entrusted loans for the Company's subsidiaries through Chinalco Finance Company may replace the high-rate loans of the Company's subsidiaries from external financial institutions, reducing the Group's overall financial expenses.
- (7) Chinalco Finance Company is regulated by the National Financial Regulatory Administration and provides its services in accordance with and in satisfaction of the rules and operational requirements of such regulatory authority. Furthermore, Chinalco Finance Company has established a sound internal control system, business management measures, and operational procedures to ensure the effective operation of its internal control framework. Additionally, the Company regularly assesses the operational qualifications, business activities, and risk profile of Chinalco Finance Company, enabling effective risk control.

The transactions contemplated under the New Financial Services Agreement will facilitate the Group to optimize its financial management, increase the efficiency of fund utilization, and reduce the cost of financing and financing risks. It will not be detrimental to the interests of the Company and will not affect the independence of the Company.

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## LETTER FROM THE BOARD

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The Directors (including independent non-executive Directors, after considering the advice of Independent Financial Adviser) are of the view that the New Financial Services Agreement has been negotiated on arm's length basis and is entered into in the ordinary course of business and on normal commercial terms or better. The terms of the New Financial Services Agreement, the transactions contemplated thereunder, the proposed caps thereunder are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

### **7. Implications under the Hong Kong Listing Rules**

As at the Latest Practicable Date, Chinalco Finance Company is a subsidiary of Chinalco, the controlling Shareholder of the Company, and therefore a connected person of the Company under the Hong Kong Listing Rules. Accordingly, the transactions contemplated under the New Financial Services Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules. As the highest applicable percentage ratio (as defined under the Hong Kong Listing Rules) calculated in accordance with the Hong Kong Listing Rules in respect of the deposit services under the New Financial Services Agreement and relevant proposed caps thereunder exceeds 5%, the deposit services under the New Financial Services Agreement and relevant proposed caps thereunder are subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules; as the highest applicable percentage ratio (as defined under the Hong Kong Listing Rules) calculated in accordance with the Hong Kong Listing Rules in respect of the miscellaneous financial services under the New Financial Services Agreement and relevant proposed caps thereunder is less than 0.1%, the miscellaneous financial services under the New Financial Services Agreement are fully exempt from the reporting, announcement and the independent shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

As the highest applicable percentage ratio calculated in accordance with the Hong Kong Listing Rules in respect of the deposit services under the New Financial Services Agreement and relevant proposed caps thereunder exceeds 5% but is less than 25%, such transaction constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Hong Kong Listing Rules.

As the credit services to be provided by Chinalco Finance Company to the Group are on normal commercial terms (or better to the Group) and no security over its assets will be granted by the Group in respect of such loans, the credit services to be provided by Chinalco Finance Company to the Group under the New Financial Services Agreement are exempt from all reporting, announcement and independent shareholders' approval requirements under Rule 14A.90 of the Hong Kong Listing Rules.



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## LETTER FROM THE BOARD

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As Mr. Mao Shiqing and Mr. Li Xiehua (resigned as a Director of the Company on 31 October 2025), 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 New Financial Services Agreement. Saved as stated above, none of the Directors has any material interest in the transaction contemplated under the New Financial Services Agreement and therefore none of the Directors has abstained from voting on such Board resolution.

The Independent Board Committee has been established by the Company to provide advice to the Independent Shareholders in respect of the deposit services under the New Financial Services Agreement and relevant proposed caps thereunder. VBG Capital, a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

### 8. General Information

#### *Information on the Company*

The Company is a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively. The Group principally engages in the exploration and mining of bauxite, coal and other resources; production, sales and technology research of alumina, primary aluminum, aluminum alloy and carbon products; international trade; logistics business; thermal and new energy power generation, etc.

#### *Information on Chinalco Finance Company*

Chinalco Finance Company is a limited liability company incorporated in the PRC, which is a subsidiary of Chinalco as at the Latest Practicable Date. Chinalco, Chinalco Capital Holdings Co., Ltd.\* (中鋁資本控股有限公司) (which is respectively held as to 85.2921% and 14.7079% by Chinalco and the Company, and principally engaged in project investment, assets management, investment consultation, etc.) and Chinalco Asset Operation and Management Co., Ltd.\* (中鋁資產經營管理有限公司) (which is a wholly-owned subsidiary of Chinalco and principally engaged in asset management services for investment of own funds, investment activities with own funds and other businesses) hold 85.2387%, 10% and 4.7613% equity interest in Chinalco Finance Company, respectively. Its registered capital is RMB4.0 billion. Its main businesses include accepting deposits from members, handling fund settlements for members, providing loans, bill discounting, bill acceptance, provision of buyers' credit for products of members, provision of entrusted loans, bond underwriting, non-financing letters of guarantee, financial consultation services, credit appraisal and consultation and agency services to members, as well as provision of inter-bank lending and investments in fixed-income and marketable securities.

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## LETTER FROM THE BOARD

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Chinalco Finance Company is a non-bank financial institution supervised by the National Financial Regulatory Administration. In accordance with the relevant provisions of the Measures for Administration of Finance Companies of Enterprise Groups issued by the National Financial Regulatory Administration, it is required to establish a sound corporate governance structure, improve internal controls, standardise business activities, conduct operations compliantly, and comply with multiple regulatory and capital adequacy requirements to ensure fund safety, including but not limited to capital adequacy ratio, liquidity ratio, loan balance limits, total investment limits, net fixed asset limits, etc. Simultaneously, it must also deposit a certain proportion of statutory reserves with the People's Bank of China as stipulated by relevant regulations. As of the end of June 2025, all regulatory indicators of Chinalco Finance Company met the prescribed requirements and were maintained within reasonable ranges.

To the best of the Directors' knowledge, Chinalco Finance Company has established stringent internal control measures to ensure compliance with laws and regulations and to implement effective internal control and risk management, including:

- (1) Chinalco Finance Company has established a modern corporate governance structure with a separation of powers among the shareholders' meeting, the board of directors, and the supervisory committee, clearly defining the responsibilities of the board of directors, directors, supervisors, and the management in internal control. It has established an organizational structure with reasonable division of labor, clearly defined responsibilities, and clear reporting relationships, providing the necessary preconditions for the effectiveness of internal control and risk management;
- (2) Chinalco Finance Company has formulated a series of internal control systems, business management measures, and operational procedures, and established a Risk Management and Legal Compliance Department and an Audit and Inspection Department to conduct comprehensive supervision and audit of its business activities. It has also developed corresponding risk control systems, operational procedures, and risk prevention measures tailored to the characteristics of different businesses to effectively predict, assess, and control various risks; and
- (3) Chinalco Finance Company has implemented lean fund planning management, and conducted comprehensive planning, overall coordination, and centralized arrangement of fund receipts and expenditures. Based on the principles of safety, liquidity, and efficiency, it ensures the fund security and settlement payment needs of its members. It has strengthened whole-process management and established a business organization system covering approval processes, operational procedures, review processes, and process supervision, ensuring the effectiveness of internal control and risk management.

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## LETTER FROM THE BOARD

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In assessing the financial risks involved in placing deposits with Chinalco Finance Company, the Directors have taken into account the following factors:

- (1) the operation of Chinalco Finance Company is subject to the supervision of the National Financial Regulatory Administration and is regulated by the relevant PRC financial regulations and rules;
- (2) Chinalco Finance Company has established internal control and risk management system in accordance with the relevant financial services rules and regulations; and
- (3) the Company has formulated a risk disposal plan for the connected transactions with Chinalco Finance Company and conducts risk assessment of Chinalco Finance Company on an ongoing basis, forming a continuous risk assessment report on a semi-annual basis and disclosing it to the public.

In light of the aforementioned, the Directors are of the view that the financial risks involved in placing deposits with Chinalco Finance Company are low and manageable.

### ***Information on Chinalco***

As at the Latest Practicable Date, Chinalco is the controlling Shareholder of the Company. Chinalco is a wholly state-owned enterprise incorporated in the PRC and is primarily engaged in development of mineral resources, smelting and processing of non-ferrous metal, relevant trading and engineering and technical services, etc.

## **IV. ACQUISITION OF MINORITY EQUITY INTERESTS IN SUBSIDIARIES BY YUNNAN ALUMINUM**

### **1. Background**

Reference is made to the announcement of the Company dated 25 November 2025 in relation to the acquisition of minority equity interests in subsidiaries by Yunnan Aluminum. On 25 November 2025, Yunnan Aluminum entered into an Acquisition Agreement with Yunnan Metallurgical, pursuant to which Yunnan Aluminum proposes to acquire 28.7425% equity interests in Yunlv Yongxin, 27.3137% equity interests in Yunlv Runxin, and 30% equity interests in Yunlv Hongxin held by Yunnan Metallurgical by cash through a non-public transfer by agreement. Upon completion of the Acquisition, Yunnan Aluminum will hold 96.0766%, 97.4560%, and 100% equity interests in Yunlv Yongxin, Yunlv Runxin, and Yunlv Hongxin, respectively.

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## LETTER FROM THE BOARD

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### 2. Acquisition Agreement

**(1) Date**

25 November 2025

**(2) Parties**

(a) Yunnan Aluminum (as the acquirer of the Target Equity Interests); and

(b) Yunnan Metallurgical (as the seller of the Target Equity Interests).

**(3) Nature of transaction**

Yunnan Aluminum agrees to acquire, and Yunnan Metallurgical agrees to sell 28.7425% equity interests in Yunlv Yongxin, 27.3137% equity interests in Yunlv Runxin, and 30% equity interests in Yunlv Hongxin in accordance with the terms and procedures set out in the Acquisition Agreement.

**(4) Consideration of the Acquisition and Payment**

The consideration for the Acquisition was determined with reference to the appraised values of the assets set out in the valuation reports prepared by China United Appraisal for the three Target Companies, with 31 December 2024 as the Valuation Benchmark Date (wherein the valuation results for Yunlv Yongxin and Yunlv Runxin were determined with the income approach, and the valuation result for Yunlv Hongxin was determined with the asset-based approach), after arm's length negotiations between the parties (subject to the filed valuation report). Given that after the Valuation Benchmark Date, Yunlv Yongxin and Yunlv Runxin implemented their 2024 profit distribution plans, the transaction consideration payable by Yunnan Aluminum to Yunnan Metallurgical shall be reduced by the dividend amounts paid to Yunnan

## LETTER FROM THE BOARD

Metallurgical under the implemented 2024 profit distribution plans of Yunlv Yongxin and Yunlv Runxin. After such reduction, the total transaction consideration payable by Yunnan Aluminum is RMB2,266.5637 million, as detailed in the table below:

*Unit: RMB'0,000*

Target Companies	Appraised value of the total equity attributable to shareholders of the Target Companies as stated in the valuation report	Target Equity Interests (%)	Consideration of the Acquisition corresponding to the appraised value	Dividend amount distributed to Yunnan Metallurgical	Consideration after deducting dividend amount
Yunlv Yongxin	530,848.74	28.7425%	152,579.20	7,497.25	145,081.95
Yunlv Runxin	293,049.34	27.3137%	80,042.62	1,285.97	78,756.64
Yunlv Hongxin	9,392.59	30%	2,817.78	–	2,817.78
Total	<u>833,290.67</u>	<u>–</u>	<u>235,439.60</u>	<u>8,783.22</u>	<u>226,656.37</u>

Pursuant to the Acquisition Agreement, Yunnan Aluminum shall pay the consideration for the Acquisition to Yunnan Metallurgical in accordance with the following terms:

- (a) First installment payment: Within 10 business days after the Acquisition Agreement takes effect, Yunnan Aluminum shall remit 80% of the total acquisition consideration, amounting to RMB1,813.2510 million, to the bank account designated by Yunnan Metallurgical;
- (b) Second installment payment: Within 15 business days after the completion of the registration procedures in relation to the changes in the Target Equity Interests in the three Target Companies at the competent registration authorities, Yunnan Aluminum shall pay the remaining amount, amounting to RMB453.3127 million, to the bank account designated by Yunnan Metallurgical.

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**(6) *Completion***

After signing of the Acquisition Agreement, Yunnan Metallurgical shall actively cooperate with Yunnan Aluminum to complete the industrial and commercial registration procedures in relation to the shareholding changes in the Target Companies at the registration authority in accordance with the law.

The Acquisition shall be deemed legally completed on the date when the Acquisition has been recorded in the shareholders' register and the registration procedures required for the shareholding change in relation to the Acquisition have been completed, or when the transfer procedures have been completed with the equity custody institution and the registration required for the shareholding change in relation to the Acquisition have been completed.

**(7) *Effectiveness of the Agreement***

The Acquisition Agreement shall be established on the date when the legal representatives or authorized representatives of both parties sign and affix the official seals, and shall become effective on the date when all of the following conditions are fulfilled:

- (a) The Acquisition has been considered and approved at the shareholders' meeting of Yunnan Aluminum;
- (b) The Acquisition has been considered and approved by the competent state-owned asset regulatory authority;
- (c) Other necessary approval procedures as required under relevant laws and regulations (if any).

As at the Latest Practicable Date, the Acquisition is still subject to consideration and approval at the shareholders' meetings of Yunnan Aluminum and the Company.

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## LETTER FROM THE BOARD

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### 3. Further Information on the Valuation

#### (1) *Valuation Information Regarding Yunnan Yongxin and Yunnan Runxin*

##### (a) *Valuation Approach*

China United Appraisal adopted both the asset-based approach and the income approach to appraise the value of the total equity attributable to shareholders of Yunlv Yongxin as of the Valuation Benchmark Date (i.e., 31 December 2024). The appraised value derived from the asset-based approach was RMB3,037.7699 million, while the appraised value derived from the income approach was RMB5,308.4874 million. The conclusion of the valuation adopted the result under the income approach.

China United Appraisal adopted both the asset-based approach and the income approach to appraise the value of the total equity attributable to shareholders of Yunlv Runxin as of the Valuation Benchmark Date (i.e., 31 December 2024). The appraised value derived from the asset-based approach was RMB1,938.8599 million, while the appraised value derived from the income approach was RMB2,930.4934 million. The conclusion of the valuation adopted the result under the income approach.

##### *Reasons for adopting the income approach as the basis for the conclusion of the valuation*

The asset-based valuation uses the cost of replacing the assets as the value standard, reflecting the socially necessary labour consumed in asset input (construction costs). The income-based valuation uses the expected income of the assets as the value standard, reflecting the operational capability (profitability) of the assets, including the impact on the valuation of intangible assets such as enterprise brand, human resources, marketing networks, and management, which are not recorded in the books of the appraised entity.

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Benefiting from the national “dual carbon” strategic goals, the rapid development of the new energy vehicle and photovoltaic industries has provided a broad external market for aluminum alloy materials, effectively driving product demand. Meanwhile, Yunlv Yongxin possesses technological and talent advantages in casting aluminum alloys, with the proportion of high-value-added alloy products continuously increasing. Additionally, Yunlv Yongxin primarily uses hydropower as its main source of electricity, offering substantial advantages in green aluminum production, which can effectively reduce electricity costs, enhance product market competitiveness, and promote sustained growth in enterprise earnings. Yunlv Runxin, through technological transformation and research and development, ranks among the industry leaders in the high-value utilization of secondary resources in the field of electrolytic aluminum solid waste disposal. By optimising technical and economic indicators through various means, it effectively reduces production costs and promotes sustained growth in corporate profits. Based on the foregoing analysis, China United Appraisal believes that valuation results under the income approach can more accurately and reliably reflect the enterprise value of Yunlv Yongxin and Yunlv Runxin. Therefore, the valuation adopts the results of the income approach as the final valuation conclusion.

*(b) Profit Forecasts under the Valuation Reports*

Given that the income approach is adopted by China United Appraisal for preparing the aforementioned valuation reports in respect of the valuation of the total equity attributable to shareholders of Yunlv Yongxin and Yunlv Runxin, such valuation constitutes profit forecasts under Rule 14.61 of the Hong Kong Listing Rules. Accordingly, the Company presents the following details of the valuation in compliance with Rule 14.60A of the Hong Kong Listing Rules.

Based on the valuation reports prepared by China United Appraisal, details of the principal assumptions, including commercial assumptions on which the profit forecasts of the value of the total equity attributable to shareholders of Yunlv Yongxin and Yunlv Runxin are based, are set out below:

*General Assumptions*

- Transactional assumption: The transactional assumption assumes that all assets to be appraised are in the trading process, and the valuer conducts valuation based on a simulated market including trading conditions of the assets to be appraised;



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## LETTER FROM THE BOARD

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- Open market assumption: The open market assumption assumes that the assets traded or proposed to be traded in the market involve parties with equal status, each having sufficient opportunity and time to obtain adequate market information to make rational judgments about the assets' functions, uses and transaction prices;
- Going-concern assumption: It is assumed that the Company, as a business entity, will be able to continue operation to carry out its objectives in the external environment. The business operator is capable of and will be responsible for the Company operation; the Company will operate legally and gain proper profits to sustain its operation ability. The business assets will be used for the current purpose in the current way, scale, frequency and environment or be used after some changes.

### *Special Assumptions*

- There are no significant changes in the current national laws, regulations, policies, or macroeconomic conditions, and no major changes in the political, economic, or social environment of the region where the parties to this transaction are located;
- It is assumed that the enterprise continues to operate in view of the actual situation of assets as at the Valuation Benchmark Date;
- Unless otherwise stated, it is assumed that the Company fully complies with all relevant laws and regulations;
- The enterprise continues to operate under its existing mode of operations management, and its operations management team continues to act diligently and responsibly;
- The valuation is based solely on the existing operating capacity as at the Valuation Benchmark Date, and does not take into consideration any potential expansion of operating capacity as a result of various reasons, including but not limited to management, business strategies and additional investment, or any potential changes in production and operations in the future;

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## LETTER FROM THE BOARD

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- Each of the assets to be appraised under the valuation is based on its actual inventories as at the Valuation Benchmark Date, and the current market prices of the relevant assets are based on their effective prices in the PRC as at the Valuation Benchmark Date;
- It is assumed that the basic information and financial information provided by the principal and appraised entity are true, accurate and complete;
- The scope of the valuation is based solely on the valuation declaration form provided by the principal and the appraised entity, without taking into consideration any possible contingent assets and contingent liabilities not included in the list provided by the principal and the appraised entity;
- The impact of inflation has not been taken into account in arriving at the parameter values under the valuation;
- It is assumed that the operators of the appraised entity are responsible and the management of the company is capable of performing their duties;
- Unless otherwise specified, it is assumed that the company is fully in compliance with all the applicable laws and regulations;
- It is assumed that the accounting policies to be adopted by the appraised entity in the future are generally consistent with the accounting policies adopted at the time of preparation of this report in material respects;
- It is assumed that the business scope and operating method of the company are in line with the current direction on the basis of the existing management methods and management levels;
- In this valuation, it is assumed that in the future forecast period, the appraised entity's main business, product structure, revenue and cost composition, sales strategy and cost control, etc. will maintain its status after completion without major changes;

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## LETTER FROM THE BOARD

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- Pursuant to the Announcement of the Ministry of Finance, State Taxation Administration, and National Development and Reform Commission on Continuing the Enterprise Income Tax Policy for the Development of the Western Regions (Announcement No. 23 of 2020 by the Ministry of Finance, State Taxation Administration, and National Development and Reform Commission), the appraised entity meets the relevant conditions stipulated in the tax incentives for the development of the western regions and enjoys a corporate income tax rate of 15% during the preferential period of the national development of the western regions policy, i.e., up to and including 2030. Considering the continuity of the policy, the valuation assumes that the tax incentive policy for enterprises in the development of the western regions will continue to be extended, and the appraised entity will continue to enjoy the tax incentive policy with a corporate income tax rate of 15%;
- There are no other force majeure or unforeseeable factors that may give rise to material adverse impacts on the enterprise;
- It is assumed that cash inflows of the appraised entity after the Valuation Benchmark Date are average inflows and cash outflows are average outflows.

Ernst & Young, the reporting accountants of the Company, has issued a report on the calculations of the discounted cash flow forecast in respect of the valuation of the fair value of the total equity attributable to shareholders of Yunlv Yongxin and Yunlv Runxin, the text of which has been set out in Appendix I to this supplemental circular. The Board has confirmed that the profit forecasts of the total equity attributable to shareholders of Yunlv Yongxin and Yunlv Runxin in the valuation reports have been made after due and careful enquiry by the Board and a letter from the Board is set out in Appendix II to this supplemental circular.

### **(2) Valuation Information Regarding Yunlv Hongxin**

#### **(a) Valuation Approach**

China United Appraisal adopted the asset-based approach to appraise the value of the total equity attributable to shareholders of Yunlv Hongxin as of the Valuation Benchmark Date (i.e., 31 December 2024), resulting in an appraised value of RMB93.9259 million.

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## LETTER FROM THE BOARD

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Yunlv Hongxin was originally established for the construction of a 300,000-ton silicon-aluminum alloy new technology promotion demonstration project. The project was subsequently suspended due to changes in national industrial policies and has remained suspended to date. Yunlv Hongxin currently primarily engages in aluminum alloy business. As the project under construction has been suspended, Yunlv Hongxin currently lacks the basis and conditions for future projections. Therefore, the income approach was deemed unsuitable and was not selected for the valuation.

(b) *Valuation Assumptions*

*General Assumptions*

- Transactional assumption: The transactional assumption assumes that all assets to be appraised are in the trading process, and the valuer conducts valuation based on a simulated market including trading conditions of the assets to be appraised;
- Open market assumption: The open market assumption assumes that the assets traded or proposed to be traded in the market involve parties with equal status, each having sufficient opportunity and time to obtain adequate market information to make rational judgments about the assets' functions, uses and transaction prices;
- Going-concern assumption: It is assumed that the Company, as a business entity, will be able to continue operation to carry out its objectives in the external environment. The business operator is capable of and will be responsible for the Company operation; the Company will operate legally and gain proper profits to sustain its operation ability. The business assets will be used for the current purpose in the current way, scale, frequency and environment or be used after some changes.

*Special Assumptions*

- For this valuation, it is assumed that the external economic environment remains unchanged as at the Valuation Benchmark Date and that there are no significant changes in the country's prevailing macro-economy;
- There have been no significant changes in the socio-economic environment in which the enterprise operates and in the policies implemented with respect to taxes and tax rates;

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## LETTER FROM THE BOARD

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- The enterprise continues to operate under its existing mode of operations management, and its operations management team continues to act diligently and responsibly;
- Each of the assets to be appraised under the valuation is based on its actual inventories as at the Valuation Benchmark Date, and the current market prices of the relevant assets are based on their effective prices in the PRC as at the Valuation Benchmark Date;
- It is assumed that the basic information and financial information provided by the principal and appraised entity are true, accurate and complete;
- The scope of the valuation is based solely on the valuation report form provided by the principal and the appraised entity, without taking into consideration any possible contingent assets and contingent liabilities not included in the list provided by the principal and the appraised entity.

### **(3) *Opinion of the Board***

The Board has discussed and reviewed the valuation report with China United Appraisal. Having fully considered the valuation approach as well as the valuation assumptions adopted by China United Appraisal, the Board is of the view that the relevant valuation results can reflect the true value of the equity of Yunlv Yongxin, Yunlv Runxin and Yunlv Hongxin and are fair and reasonable.

## **4. Information Regarding the Target Companies**

### **(1) *Yunlv Yongxin***

Yunlv Yongxin is a company incorporated in the PRC with limited liability, and a subsidiary of Yunnan Aluminum both before and after the Acquisition. It is primarily engaged in the production of electrolytic aluminum and aluminum alloys.

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## LETTER FROM THE BOARD

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According to the final valuation conclusion made by China United Appraisal using the income approach, as of the Valuation Benchmark Date, the appraised value of the total equity attributable to shareholders of Yunlv Yongxins was RMB5,308.4874 million (subject to the final valuation report as filed). Based on the audited financial statements of Yunlv Yongxin prepared in accordance with the China Accounting Standards for Business Enterprises, the book values of total assets and net assets of Yunlv Yongxin as at 31 December 2024 were RMB3,248.5198 million and RMB2,808.9221 million, respectively. Based on the audited financial statements of Yunlv Yongxin prepared in accordance with the China Accounting Standards for Business Enterprises, the net profit (before and after taxes and non-recurring items) of Yunlv Yongxin for the financial years ended 31 December 2023, and 31 December 2024 is presented as follows:

	<b>For the year ended 31 December 2024 (RMB'0,000) (Audited)</b>	<b>For the year ended 31 December 2023 (RMB'0,000) (Audited)</b>
Net profit before taxes and non-recurring items	73,983.38	71,620.74
Net profit after taxes and non-recurring items	60,844.09	59,905.32

**(2) Yunlv Runxin**

Yunlv Runxin is a company incorporated in the PRC with limited liability, and a subsidiary of Yunnan Aluminum both before and after the Acquisition. It is primarily engaged in the production of electrolytic aluminum and aluminum alloys.

According to the final valuation conclusion made by China United Appraisal using the income approach, as of the Valuation Benchmark Date, the appraised value of the total equity attributable to shareholders of Yunlv Runxin was RMB2,930.4934 million (subject to the final valuation report as filed). Based on the audited financial statements of Yunlv Runxin prepared in accordance with the China Accounting Standards for Business Enterprises, the book values of total assets and net assets of Yunlv Runxin as at 31 December 2024 were RMB2,108.3824 million and RMB1,542.7858 million, respectively. Based on the audited financial statements of Yunlv Runxin prepared in accordance with the China Accounting Standards for

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## LETTER FROM THE BOARD

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Business Enterprises, the net profit (before and after taxes and non-recurring items) of Yunlv Runxin for the financial years ended 31 December 2023, and 31 December 2024 is presented as follows:

	<b>For the year ended 31 December 2024</b>	<b>For the year ended 31 December 2023</b>
	<i>(RMB'0,000)</i>	<i>(RMB'0,000)</i>
	<i>(Audited)</i>	<i>(Audited)</i>
Net profit before taxes and non-recurring items	11,786.26	44,029.82
Net profit after taxes and non-recurring items	10,384.37	37,590.75

**(3) Yunlv Hongxin**

Yunlv Hongxin is a company incorporated in the PRC with limited liability, and a subsidiary of Yunnan Aluminum both before and after the Acquisition. It is primarily engaged in the aluminum alloy business.

According to the final valuation conclusion made by China United Appraisal using the asset-based approach, as of the Valuation Benchmark Date, the appraised value of the total equity attributable to shareholders of Yunlv Hongxin was RMB93.9259 million (subject to the final valuation report as filed). Based on the audited financial statements of Yunlv Hongxin prepared in accordance with the China Accounting Standards for Business Enterprises, the book values of total assets and net assets of Yunlv Hongxin as at 31 December 2024 were RMB287.7662 million and RMB87.8384 million, respectively. Based on the audited financial statements of Yunlv Hongxin prepared in accordance with the China Accounting Standards for Business Enterprises, the net profit (before and after taxes and non-recurring items) of Yunlv Hongxin for the financial years ended 31 December 2023, and 31 December 2024 is presented as follows:

	<b>For the year ended 31 December 2024</b>	<b>For the year ended 31 December 2023</b>
	<i>(RMB'0,000)</i>	<i>(RMB'0,000)</i>
	<i>(Audited)</i>	<i>(Audited)</i>
Net profit before taxes and non-recurring items	11.44	18.55
Net profit after taxes and non-recurring items	-348.54	18.55

## LETTER FROM THE BOARD

### 5. Financial Impact of the Acquisition

As at the Latest Practicable Date and prior to the completion of the Acquisition, the Target Companies are non-wholly-owned subsidiaries of Yunnan Aluminum. Upon completion of the Acquisition, Yunlv Yongxin and Yunlv Runxin will remain as non-wholly-owned subsidiaries of Yunnan Aluminum, while Yunlv Hongxin will become a wholly-owned subsidiary of Yunnan Aluminum. The financial conditions and performance of the Target Companies will continue to be consolidated into the financial statements of Yunnan Aluminum. The table below sets forth the shareholding structures of the Target Companies (i) as at the Latest Practicable Date and prior to the completion of the Acquisition; and (ii) upon completion of the Acquisition.

Shareholders	As at the Latest Practicable Date and prior to completion of the Acquisition			After completion of the Acquisition		
	Yunlv Yongxin	Yunlv Runxin	Yunlv Hongxin	Yunlv Yongxin	Yunlv Runxin	Yunlv Hongxin
Yunnan Aluminum	67.33%	70.14%	70.00%	96.08%	97.46%	100.00%
Yunnan Metallurgical	28.74%	27.31%	30.00%	–	–	–
Foshan Chengtuo Nonferrous Metals Trading Co., Ltd.* (佛山市成拓有 色金屬貿易有限公司) <sup>(1)</sup>	1.88%	0.88%	–	1.88%	0.88%	–
Foshan Yongxinde Aluminum Co., Ltd.* (佛山市永信德鋁業有限公 司) <sup>(2)</sup>	1.07%	–	–	1.07%	–	–
Yunnan Huiwei Industrial Co., Ltd.* (雲南慧維實業有限公司) <sup>(3)</sup>	–	0.58%	–	–	0.58%	–
Yunnan Kaiyuan Yihang Electric Power Co., Ltd.* (雲南開遠一行電 力有限責任公司) <sup>(4)</sup>	–	0.50%	–	–	0.50%	–
Yunnan Kaixin Industrial & Trading Co., Ltd.* (雲南凱鑫工貿有限公 司) <sup>(5)</sup>	0.70%	0.37%	–	0.70%	0.37%	–
Zhenjiang Carbon Co., Ltd.* (鎮江碳 素有限公司) <sup>(6)</sup>	0.28%	–	–	0.28%	–	–
Yunnan Kaikang Alloy Materials Co., Ltd.* (雲南凱康合金材料有限公 司) <sup>(7)</sup>	–	0.22%	–	–	0.22%	–



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## LETTER FROM THE BOARD

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*Notes:*

- (1) As at the Latest Practicable Date, Foshan Chengtuo Nonferrous Metals Trading Co., Ltd.\* is held by two PRC individuals, Kong Lingcheng and Peng Zhanpeng, as to 90% and 10%, respectively;
- (2) As at the Latest Practicable Date, Foshan Yongxinde Aluminum Co., Ltd.\* is 100% owned by a PRC individual, Kong Demin;
- (3) As at the Latest Practicable Date, Yunnan Huiwei Industrial Co., Ltd.\* is held by two PRC individuals, Zhao Yao and Mao Guoqing, as to 60% and 40%, respectively;
- (4) As at the Latest Practicable Date, Yunnan Kaiyuan Yihang Electric Power Co., Ltd.\* is 100% owned by the Employee Share Ownership Committee of Yunnan Kaiyuan Yihang Co., Ltd.\* (雲南開遠一行有限責任公司);
- (5) As at the Latest Practicable Date, Yunnan Kaixin Industrial & Trading Co., Ltd.\* is held by two PRC individuals, Li Lanfen and Lv Yuanchong, as to 60% and 40%, respectively;
- (6) As at the Latest Practicable Date, Zhenjiang Carbon Co., Ltd.\* is held by two PRC individuals, Li Yugao and Wan Shanping, as to 90% and 10%, respectively; and
- (7) As at the Latest Practicable Date, Yunnan Kaikang Alloy Materials Co., Ltd.\* is held by three PRC individuals, Chen Yudong, Chen Duan, and Wu Weixiong, as to 35%, 33% and 32%, respectively.

To the best knowledge, information, and belief of the Directors after making all reasonable inquiries, as at the Latest Practicable Date, Foshan Chengtuo Nonferrous Metals Trading Co., Ltd.\*, Foshan Yongxinde Aluminum Co., Ltd.\*, Yunnan Huiwei Industrial Co., Ltd.\*, Yunnan Kaiyuan Yihang Electric Power Co., Ltd.\*, Yunnan Kaixin Industrial & Trading Co., Ltd.\*, Zhenjiang Carbon Co., Ltd.\*, Yunnan Kaikang Alloy Materials Co., Ltd.\*, and their ultimate beneficial owners are all third parties independent of the Company and its connected persons (as defined in the Hong Kong Listing Rules).

The original acquisition costs invested by Yunnan Metallurgical for its held equity interests in Yunlv Yongxin, Yunlv Runxin, and Yunlv Hongxin were RMB494.3814 million, RMB428.2631 million and RMB30 million, respectively.

### **6. Reasons for and Benefits of the Acquisition**

- (1) Yunlv Yongxin, Yunlv Runxin, and Yunlv Hongxin are all subsidiaries controlled by Yunnan Aluminum, and Yunnan Metallurgical is the second largest shareholder of these three companies. Upon completion of the Acquisition, Yunnan Metallurgical will no longer hold any equity interests in the three companies. The Acquisition will help Yunnan Aluminum optimise the shareholding structure of its subsidiaries, achieve specialised consolidation of aluminum assets, and increase its equity-based electrolytic aluminum production capacity, which aligns with Yunnan Aluminum's strategic goal of strengthening and optimising its core business.

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## LETTER FROM THE BOARD

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- (2) Yunlv Yongxin and Yunlv Runxin possess sound assets and financial conditions with strong profitability. The Acquisition will further enhance the net profit attributable to the parent company of Yunnan Aluminum and the Company, improve investment returns, which aligns with the overall interests of the Company and its shareholders.
- (3) Yunlv Hongxin is primarily engaged in the aluminum alloy business at present. The Acquisition will optimise the shareholding structure, coordinate resource allocation, and enhance operational efficiency and effectiveness. In addition, Yunnan Aluminum intends to use Yunlv Hongxin as a platform to expand into the bauxite business and has formulated a development plan centered on “alloy business + bauxite mining business” to further promote the sustainable development of Yunnan Aluminum.

The Directors (including the independent non-executive Directors) are of the view that the Acquisition is on normal commercial terms, and the terms contained therein are fair and reasonable and in the interests of the Company and the shareholders as a whole. However, such transaction is not conducted in the ordinary or usual course of business of the Group due to its nature.

### **7. Implications under the Hong Kong Listing Rules**

As of the Latest Practicable Date, Yunnan Aluminum is a subsidiary of the Company, Chinalco is the controlling shareholder of the Company, and Yunnan Metallurgical is a subsidiary of Chinalco. Therefore, Yunnan Metallurgical is a connected person of the Company under the Hong Kong Listing Rules, and the 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 Acquisition exceeds 0.1% but is less than 5%, the transaction is subject to the reporting and announcement requirements but is exempt from independent shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

Although the Acquisition is exempt from independent shareholders' approval requirements under the Hong Kong Listing Rules, in accordance with the relevant requirements of the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the transaction still requires approval by shareholders at a general meeting of the Company.

As Mr. Mao Shiqing, a Director of the Company, concurrently holds position in Chinalco, he has abstained from voting on the Board resolution with respect to such transaction. Saved as stated above, none of the Directors has any material interest in the Acquisition and therefore none of the Directors has abstained from voting on such Board resolution.

### 8. General Information

#### *Information on the Company*

The Company is a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively. The Group principally engages in the exploration and mining of bauxite, coal and other resources; production, sales and technology research of alumina, primary aluminum, aluminum alloy and carbon products; international trade; logistics business; thermal and new energy power generation, etc.

#### *Information on Yunnan Aluminum*

Yunnan Aluminum is a joint stock limited company incorporated in the PRC, the A shares of which are listed on the Shenzhen Stock Exchange (stock code: 000807). As at the Latest Practicable Date, Yunnan Aluminum is a subsidiary of the Company, and is primarily engaged in the mining of bauxite, the production and sales of alumina, green aluminum, aluminum processing, and aluminum carbon materials.

#### *Information on Yunnan Metallurgical*

Yunnan Metallurgical is a joint stock limited company incorporated in the PRC, and the scope of its business includes mineral products, metallurgical products, by-products and extended products as well as contracting of overseas non-ferrous metallurgical projects and domestic international bidding projects, contracting of survey, consultation, design and supervision projects of the above overseas projects; export of equipment and materials required for the above overseas projects; dispatch of labourers required for the implementation of the above overseas projects; metallurgical technology development, transfer and training; operation of materials and equipment required for metallurgical production and construction; instrument and apparatus testing and technical services. As of the Latest Practicable Date, Yunnan Metallurgical is a wholly-owned subsidiary of China Copper Co., Ltd.\* (中國銅業有限公司).

China Copper Co., Ltd.\* is a company incorporated in the PRC with limited liability and is a subsidiary of Chinalco as at the Latest Practicable Date, whose principal business includes investment and operation management of copper, lead-zinc and other non-ferrous metals industries; exploration, mining, smelting, processing and sales of copper, lead-zinc and other non-ferrous metals, production and sales of related by-products, and related utilization and development of circular economy, etc. As at the Latest Practicable Date, Chinalco, Yunnan Provincial Energy Investment Group Co., Ltd.\* (雲南省能源投資集團有限公司) (ultimately controlled by the State-Owned Assets Supervision and Administration Commission of Yunnan Provincial People's Government\* (雲南省人民政府國有資產監督管理委員會)), Finance Bureau of Lanping Bai and Pumi Autonomous County of Yunnan Province\* (雲南省蘭坪白族普米族自治縣財政局) and Assets Supervision and Administration Commission of Yunnan Provincial People's Government hold approximately 64.54%, 33.24%, 2.12% and 0.10% equity interests in China Copper Co., Ltd., respectively.

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## LETTER FROM THE BOARD

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### *Information on Chinalco*

As at the Latest Practicable Date, the Company, Yunnan Aluminum, and Yunnan Metallurgical are all subsidiaries of Chinalco. Chinalco is a wholly state-owned enterprise incorporated in the PRC and is primarily engaged in development of mineral resources, smelting and processing of non-ferrous metal, relevant trading and engineering and technical services, etc.

### V. EGM

A notice of 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 Monday, 22 December 2025 (the “**Notice of EGM**”) is set out on the circular of the extraordinary general meeting dated 7 November 2025. The Supplemental Notice of EGM dated 4 December 2025 is enclosed with this supplemental circular, for the purpose of informing the Shareholders of the New Resolution to be submitted to the EGM for consideration. The resolutions originally scheduled to be submitted to the EGM for approval as contained in the Notice of EGM, remain unchanged. A revised form of proxy of EGM (the “**Revised Form of Proxy of EGM**”) has been published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.chalco.com.cn](http://www.chalco.com.cn)).

**IMPORTANT NOTICE: The Revised Form of Proxy of EGM shall supersede the form of proxy of EGM published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.chalco.com.cn](http://www.chalco.com.cn)) on 6 November 2025 (the “Original Form of Proxy of EGM”). Shareholders who have duly completed and returned the Original Form of Proxy of EGM shall note that the Original Form of Proxy of EGM is no longer applicable to the EGM.**

A reply slip for use at the EGM has been published on the websites of the Hong Kong Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.chalco.com.cn](http://www.chalco.com.cn)) on 6 November 2025. Shareholders who are qualified and intend to attend the EGM should complete and return the reply slip in accordance with the instructions printed thereon on or before Wednesday, 17 December 2025. Shareholders who intend to appoint a proxy to attend the EGM and to vote on the resolutions set out in the Notice of EGM and the resolution set out in the Supplemental Notice of EGM are requested to complete and return the enclosed Revised Form of Proxy of EGM 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 Revised Form of Proxy of EGM will not prevent you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

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## LETTER FROM THE BOARD

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For particulars of eligibility for attending the above meeting, registration procedures for attending the above meeting, closure of register of members and other matters regarding the EGM, please refer to the notice of EGM and the circular of the Company dated 7 November 2025.

Chinalco and its associates held an aggregate of 5,756,342,548 Shares in the Company (representing approximately 33.55% of the issued share capital of the Company) as at the Latest Practicable Date (among these Shares, Chinalco directly holds 5,189,333,416 A Shares and 45,902,000 H Shares in the Company, Baotou Aluminum (Group) Co., Ltd. (being a subsidiary of Chinalco) holds 238,377,795 A Shares in the Company, Chinalco Asset Operation and Management Co., Ltd. (being a subsidiary of Chinalco) holds 54,361,337 A Shares and 49,778,000 H Shares, and Aluminum Corporation of China Overseas Holdings Limited (being a subsidiary of Chinalco) holds 178,590,000 H Shares in the Company) and shall abstain from voting on the resolutions for approving (1) the Daily Continuing Connected Transactions between the Company and Chinalco and the proposed caps thereunder; (2) the entering into of the New Financial Services Agreement between the Company and Chinalco Finance Company and the proposed caps thereunder; (3) the entering into of the New Finance Lease Cooperation Framework Agreement between the Company and Chinalco Lease and the proposed caps thereunder; (4) the entering into of the New Factoring Cooperation Framework Agreement between the Company and Chinalco Factoring and the proposed caps thereunder; and (5) the acquisition of minority equity interests in subsidiaries by Yunnan Aluminum. Saved as disclosed above, to the best 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 on the proposed resolutions at the EGM.

### VI. RECOMMENDATIONS

Your attention is drawn to the letter from the Independent Board Committee set out on pages 62 to 63 of this supplemental circular, which contains its recommendations to the Independent Shareholders in respect of (i) the expenditure and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the respective proposed caps thereunder; (ii) the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement and the proposed caps thereunder; and (iii) the deposit services under the New Financial Services Agreement and the proposed caps thereunder.

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## LETTER FROM THE BOARD

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Your attention is also drawn to the letters from the Independent Financial Adviser as set out on pages 64 to 100 of this supplemental circular, which contain recommendations of VBG Capital to the Independent Board Committee and the Independent Shareholders in respect of (i) the expenditure and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the respective proposed caps thereunder; (ii) the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement and the proposed caps thereunder; and (iii) the deposit services under the New Financial Services Agreement and the proposed caps thereunder.

The Directors (including independent non-executive Directors) consider that (i) the Daily Continuing Connected Transactions with Chinalco and the proposed caps thereunder; (ii) the transactions under the New Financial Services Agreement and the proposed caps thereunder; and (iii) the acquisition of minority equity interests in subsidiaries by Yunnan Aluminum are fair and reasonable and in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions contained in the notice of EGM dated 7 November 2025 and the relevant resolution contained in the Supplemental Notice of EGM dated 4 December 2025.

### VII. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this supplemental circular.

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

\* *For identification purposes only*

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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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)

4 December 2025

*To the Independent Shareholders*

Dear Sirs or Madams,

**CONTINUING CONNECTED TRANSACTIONS:**  
**(i) EXPENDITURE AND REVENUE TRANSACTIONS CONTEMPLATED UNDER THE GENERAL AGREEMENT ON MUTUAL PROVISION OF PRODUCTION SUPPLIES AND ANCILLARY SERVICES AND THE RESPECTIVE PROPOSED CAPS THEREUNDER;**  
**(ii) EXPENDITURE TRANSACTIONS CONTEMPLATED UNDER THE PROVISION OF ENGINEERING, CONSTRUCTION AND SUPERVISORY SERVICES AND THE PROPOSED CAPS THEREUNDER;**  
**AND**  
**DISCLOSEABLE TRANSACTION AND CONTINUING CONNECTED TRANSACTION:**  
**(iii) DEPOSIT SERVICES UNDER THE NEW FINANCIAL SERVICES AGREEMENT AND THE PROPOSED CAPS THEREUNDER**

We refer to the supplemental circular of the Company dated 4 December 2025 to the Shareholders of the Company (the “**Supplemental Circular**”), of which this letter forms part (terms defined in the Supplemental Circular shall have the same meanings when used in this letter, unless the context requires otherwise).

We have been appointed by the Board as the Independent Board Committee to advise you as to the fairness and reasonableness of (i) the expenditure and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the respective proposed caps thereunder; (ii) the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement and the proposed caps thereunder; and (iii) the deposit services under the New Financial Services Agreement and the proposed caps thereunder.

VBG Capital has been appointed by the Company as the Independent Financial Adviser to advise you and us in this regard. Details of its recommendation, together with the principal factors and reasons it has taken into consideration in arriving at its recommendation are set out in its letters set out on pages 64 to 100 of the Supplemental Circular.

Your attention is also drawn to the letter from the Board set out on pages 1 to 61 of the Supplemental Circular and the additional information set out in the appendix to the Supplemental Circular.

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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Having taken into account the details of (i) the expenditure and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the respective proposed caps thereunder; (ii) the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement and the proposed caps thereunder; and (iii) the deposit services under the New Financial Services Agreement and the proposed caps thereunder and having considered the interests of the Company and the Independent Shareholders, as well as the advice of VBG Capital, we consider that (i) the expenditure and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the respective proposed caps thereunder; (ii) the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement and the proposed caps thereunder; and (iii) the deposit services under the New Financial Services Agreement and the proposed caps thereunder are on normal commercial terms or better and in the usual or ordinary course of business of the Group, and are fair and reasonable and in the interest of the Company and Shareholders as a whole. Accordingly, we recommend that the Independent Shareholders vote in favour of the resolutions to be proposed at the EGM approving (i) the expenditure and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the respective proposed caps thereunder; (ii) the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement and the proposed caps thereunder; and (iii) the deposit services under the New Financial Services Agreement and the proposed caps thereunder.

Yours faithfully,

For and on behalf of the Independent Board Committee

**Aluminum Corporation of China Limited\***

**Mr. Yu Jinsong**

**Ms. Chan Yuen Sau Kelly**

**Mr. Li Xiaobin**

*Independent non-executive Directors*

\* *For identification purpose only*



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## LETTERS FROM VBG CAPITAL

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*Set out below is the text of a letter received from VBG Capital Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Continuing Connected Transactions for the purpose of inclusion in this supplemental circular.*



建泉融資有限公司  
VBG Capital Limited

21/F., Low Block  
Grand Millennium Plaza  
181 Queen's Road Central  
Hong Kong

4 December 2025

*To: The independent board committee and the independent shareholders  
of Aluminum Corporation of China Limited*

Dear Sirs,

### DAILY CONTINUING CONNECTED TRANSACTIONS WITH CHINALCO

#### INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the continuing connected transactions as listed below, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the supplemental circular dated 4 December 2025 issued by the Company to the Shareholders (the “**Supplemental Circular**”), of which this letter of advice forms part. Capitalized terms used in this letter of advice shall have the same meanings as ascribed to them under the section headed “Definitions” in the Supplemental Circular unless the context requires otherwise.

The following continuing connected transactions (altogether, the “**Continuing Connected Transactions**”):

- (i) the expenditure transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services between the Company and Chinalco;
- (ii) the revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services between the Company and Chinalco; and
- (iii) the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement between the Company and Chinalco.

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## LETTERS FROM VBG CAPITAL

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According to the Letter from the Board, the aforesaid Continuing Connected Transactions constitute non-exempt continuing connected transactions for the Company under Chapter 14A of the Hong Kong Listing Rules. The 2025 Third EGM will be convened by the Company to, amongst others, seek approval from the Independent Shareholders in respect of these Continuing Connected Transactions.

The Independent Board Committee comprising Mr. Yu Jinsong, Ms. Chan Yuen Sau Kelly and Mr. Li Xiaobin (all being the independent non-executive Directors) has been established to advise the Independent Shareholders on (i) whether the terms of the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the Provision of Engineering, Construction and Supervisory Services Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; (ii) whether the Continuing Connected Transactions are in the interests of the Company and the Shareholders as a whole and are conducted in the ordinary and usual course of business of the Group; and (iii) how the Independent Shareholders should vote in respect of the respective resolutions to approve the Continuing Connected Transactions at the 2025 Third EGM. We, VBG Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

### OUR INDEPENDENCE

As at the Latest Practicable Date, apart from (i) having acted as the independent financial adviser of the Company relating to (a) a discloseable and connected transaction for the Company which a supplemental circular dated 7 April 2025 was issued and (b) the revision of annual caps regarding certain continuing connected transactions for the Company which a supplemental circular dated 4 November 2024 was issued; and (ii) the existing engagement in relation to the Continuing Connected Transactions with Chinalco together with the deposit services under the New Financial Services Agreement with Chinalco Finance Company, we did not have any business relationship with the Company within the past two years. Save for the normal fees payable to us in connection with this appointment, no arrangement exists whereby we shall receive any fees or benefits from the Company and its subsidiaries or the Directors, chief executive or substantial shareholders (as defined in the Hong Kong Listing Rules) of the Company or any of their associates (as defined in the Hong Kong Listing Rules). We consider there is no relationship or interests with the Company or any other parties that could reasonably be regarded as relevant to our independence and hence we consider ourselves independent to form our opinion in respect of the Continuing Connected Transactions in compliance with Rule 13.84 of the Hong Kong Listing Rules.

### **BASIS OF OUR OPINION**

In formulating our opinion with regard to the Continuing Connected Transactions, we have relied on the information and facts supplied, opinions expressed and representations made to us by the management of the Company. We have assumed that the information and facts supplied, opinions expressed and representations made to us by the management of the Company were true, accurate and complete at the time they were made and continue to be true, accurate and complete in all material aspects until the date of the Supplemental Circular. We have also assumed that all statements of belief, opinions, expectation and intention made by the management of the Company in the Supplemental Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Supplemental Circular, or the reasonableness of the opinions expressed by the Company, its management and/or advisers, which have been provided to us.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Supplemental Circular and have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, that the information contained in the Supplemental Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in the Supplemental Circular or the Supplemental Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Supplemental Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent investigation into the business and affairs or future prospects of the Group, Chinalco or their respective shareholders, subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the Continuing Connected Transactions. Our opinion is necessarily based on the market, financial, economic and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. Nothing contained in this letter of advice should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

Where information in this letter of advice has been extracted from published or otherwise publicly available sources, we have ensured that such information has been correctly and fairly extracted, reproduced or presented from the relevant sources but we did not conduct any independent investigation into the accuracy and completeness of such information.

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Shareholders should note that as the proposed annual caps are relating to future events and were estimated based on assumptions which may or may not remain valid for the entire period up to 31 December 2028, they do not represent forecasts of revenues or costs to be recorded from the Continuing Connected Transactions. Consequently, we express no opinion as to how closely the actual revenues and costs to be recorded from the Continuing Connected Transactions will correspond with the proposed annual caps.

### PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the Continuing Connected Transactions, we have taken into consideration the following principal factors and reasons:

#### 1. BACKGROUND OF THE CONTINUING CONNECTED TRANSACTIONS

##### Business and financial overview of the Group

The Company is a joint stock limited company incorporated in the PRC, the A Shares and H Shares of which are listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, respectively. The Group principally engages in the exploration and mining of bauxite, coal and other resources; production, sales and technology research of alumina, primary aluminum, aluminum alloy and carbon products; international trade; logistics business; thermal and new energy power generation, etc.

Set out below is a summary of the key audited consolidated financial information of the Group for the two years ended 31 December 2024 as extracted from the Company's annual report for the year ended 31 December 2024 (the "2024 Annual Report"):

	For the year ended 31 December 2024 <i>RMB'000</i>	For the year ended 31 December 2023 <i>RMB'000</i> (Restated)
Revenue	237,065,629	225,319,044
Net profit for the year	19,381,819	12,555,903

As depicted by the table above, the Group's total revenue for the year ended 31 December 2024 was approximately RMB237.1 billion, increasing by approximately 5.2% as compared to the prior year. During the same year under review, the Group's net profit also increased significantly by approximately 54.4% from approximately RMB12.6 billion for the year ended 31 December 2023 to approximately RMB19.4 billion.

As represented by the Directors, the Group is a leading enterprise in aluminum industry in China, ranking among the top in the global aluminum industry in terms of overall strengths. The Group's alumina, fine alumina, electrolytic aluminum, high purity aluminum and gallium metal production capacity all rank first in the world, and is a large manufacturer and operator with integration of exploration and mining of bauxite, coal and other resources; production, sales and technology research of alumina, primary aluminum, aluminum alloy and carbon; international trade; logistics business; thermal and new energy power generation. To maintain ongoing business advancement and adapt to industry changes and challenges, the Company has been committed to optimizing the industrial layout, innovation-driven progress, green and low-carbon development.

### **Information on Chinalco**

As extracted from the Letter from the Board, Chinalco is a wholly state-owned enterprise incorporated in the PRC and a controlling shareholder (as defined in the Hong Kong Listing Rules) of the Company. Chinalco is primarily engaged in development of mineral resources, smelting and processing of non-ferrous metal, relevant trading and engineering and technical services, etc.

### **Overview of China's aluminum industry**

We have independently conducted market research regarding the latest operation and development of China's aluminum industry. Based on a research report named "2024 Panorama Observation of China's Aluminum Industry" published by China Nonferrous Metals Industry Association at <https://www.cnmn.com.cn/> in January 2025 (the "**Report**"), in 2024, China's aluminum industry grew in a complex environment under the dual influence of the global economic model and domestic policy guidance. On the whole, its market size continued to expand, and both aluminum production and consumption maintained growth, but the growth rate fluctuated.

The operation and development of China's aluminum industry has shown the following five distinctive features in 2024:

- (1) The layout of the whole industrial chain has been perfected: With the "ceiling" of electrolytic aluminum production capacity as the core, the upstream and downstream linkage development, not only the development of the whole industrial chain of bauxite, alumina, electrolytic aluminum, recycled aluminum, and aluminum alloy was more coordinated, but also the industrial structure was more reasonable.

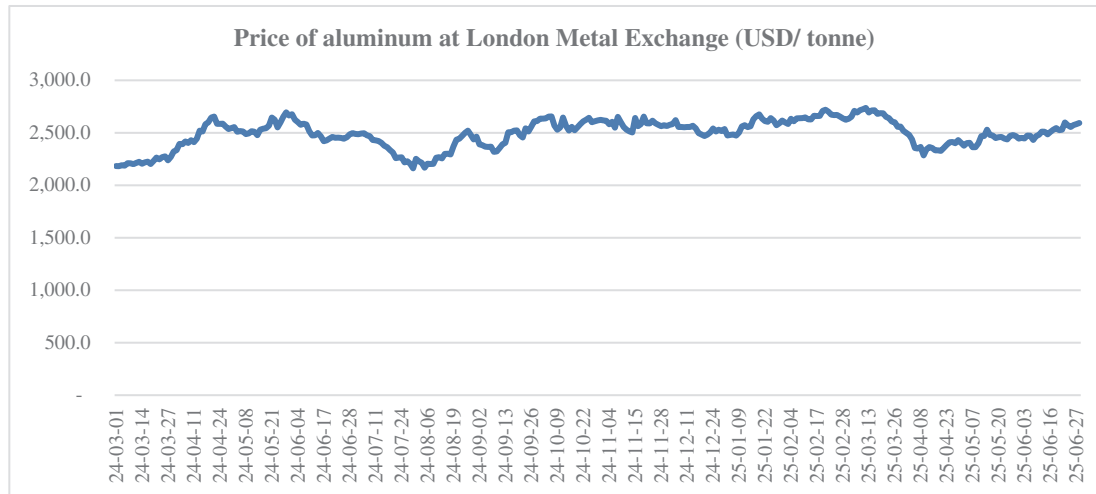
- (2) The industry output was among the highest in the world: In 2024, output of the four core segments of China's aluminum industry ranked among the top in the world. China's bauxite output was approximately 64.2 million tonnes, accounting for around 16% of the world's total bauxite production. The output of alumina was approximately 85.9 million tonnes, accounting for nearly 60% of the world's total alumina output. The output of electrolytic aluminum was approximately 43.7 million tonnes, accounting for nearly 60% of the world's total electrolytic aluminum output. The output of aluminum processing materials was approximately 64.6 million tonnes, accounting for over 60% of the world's total output of aluminum processing materials. Driven by the supply-side structural reform, a new round of restructuring around the "ceiling" of 45 million tonnes of electrolytic aluminum production capacity has further improved the industrial concentration of China's aluminum industry and promoted the continuous optimization of resource allocation, thereby enhancing the overall operation efficiency of the industry.
- (3) The results of green development are beginning to appear: In 2024, the proportion of electrolytic aluminum green energy, the largest electricity consumption segment in the aluminum industry, exceeded 25%, and the proportion of thermal power continued to decline. A number of wind power and solar power generation projects were put into operation. The continuous increase in the proportion of green energy in China's aluminum industry has effectively reduced the dependence on traditional energy and accelerated the progress of the aluminum industry's low-carbon transformation. The output of recycled aluminum exceeded 10 million tonnes, and the ratio of recycled aluminum to primary aluminum reached 1:4. With the integrated development of recycled aluminum, primary aluminum, and aluminum processing, the carbon footprint of aluminum processing material production has been greatly reduced.
- (4) Remarkable achievements in scientific and technological innovation: A number of key technologies have made breakthroughs, such as the project "Key technologies and applications for efficient removal of organic matter from alumina and synergistic vanadium extraction in bauxite production in Guinea", which has solved the utilization problem of bauxite resources in China and improved the production efficiency of alumina; "Synchronous desulfurization and decarburization of ultra-high sulfur bauxite flotation in Zunyi area" has overcome the technical bottleneck of carbon and sulfur control of aluminum concentrate and improved the utilization rate of bauxite resources. A number of intelligent production has been rapidly promoted, while other new product research and development has also been successful.
- (5) Significant fluctuations in alumina prices: Since the beginning of 2024, the price of alumina has begun to rise all the way, and its spot market price approached RMB5,000 per tonne in October, the highest level in the recent ten years. The soaring price of alumina has led to a sharp increase in the production cost of electrolytic aluminum.

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Separately, we have also independently researched for prices of aluminum in recent years. The graph below demonstrates the historical movement of the price of aluminum from March 2024 to June 2025:



Source: [www.cnal.com](http://www.cnal.com)

The graph above demonstrates that the price of aluminum had stayed at a high level of above USD2,200 per tonne from March 2024 to June 2025. During such period, the aluminum price was the lowest at around USD2,200 per tonne and peaked at around USD2,700 per tonne, and fluctuated within this price range. For instance, according to market data since 2022, the highest aluminum price exceeded USD3,500 per tonne.

## 2. THE GENERAL AGREEMENT ON MUTUAL PROVISION OF PRODUCTION SUPPLIES AND ANCILLARY SERVICES

### Reasons for and possible benefits of the General Agreement on Mutual Provision of Production Supplies and Ancillary Services

As advised by the Directors, given the long-term business relationship between the Group and Chinalco, the Directors consider that that it is in the Company's interest to renew and continue with the existing continuing connected transactions since the Group can (i) acquire prompt and stable supply of products and services from Chinalco, thus lowering the operating risks and costs and facilitating the Company's routine management on production; and (ii) provide part of the products and services to Chinalco which inure to avoid the risk of market fluctuations and increase the Group's operating revenue.

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Since it is in the Company's interest to renew and continue with the existing continuing connected transactions with Chinalco such that the Group can be offered the flexibility to (i) acquire prompt and stable supply of products and services from Chinalco on normal commercial terms; and (ii) provide part of its products and services to Chinalco on normal commercial terms, we concur with the Directors that the entering into of the General Agreement on Mutual Provision of Production Supplies and Ancillary Services is in the interests of the Company and the Shareholders as a whole and is conducted in the ordinary and usual course of business of the Group.

### **Principal terms of the General Agreement on Mutual Provision of Production Supplies and Ancillary Services**

Summarized below are the principal terms of the General Agreement on Mutual Provision of Production Supplies and Ancillary Services:

<b>Date of the initial agreement:</b>	5 November 2001
<b>Date of the supplemental agreement:</b>	27 October 2025
<b>Parties:</b>	<ul style="list-style-type: none"><li>(1) Chinalco as both provider and recipient (for itself and on behalf of its subsidiaries and associates)</li><li>(2) The Company as both provider and recipient (for itself and on behalf of its subsidiaries)</li></ul>
<b>Term:</b>	Three years commencing from 1 January 2026 and ending on 31 December 2028
<b>Nature of transactions:</b>	<ul style="list-style-type: none"><li>(a) Supplies and ancillary services provided by Chinalco to the Company:<ul style="list-style-type: none"><li>(i) <i>Supplies:</i> carbon products, cement, coal, oxygen, bottled water, steam, fire brick, aluminum fluoride, cryolite, lubricant, resin, clinker, aluminum profiles, copper, zinc ingot and other relevant or similar supplies;</li><li>(ii) <i>Storage and transportation services:</i> vehicle transportation, loading, railway transportation and other relevant or similar services; and</li></ul></li></ul>



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(iii) *Ancillary production services:* communications, testing, processing and fabrication, engineering design, repair, environmental protection, road maintenance and other relevant or similar services.

(b) Supplies and ancillary services provided by the Company to Chinalco:

(i) *Products:* electrolytic aluminum products (aluminum ingots) and alumina products, zinc ingot, slag, coal, pitch and other relevant or similar supplies; and

(ii) *Supporting services and ancillary production services:* water, electricity, gas and heat supply, measurement, spare parts, repair, testing, transportation, steam and other relevant or similar services.

**Price determination:**

(a) Supplies and ancillary services provided by Chinalco to the Company:

(i) *Supplies:* the price is determined with reference to the comparable local market prices, which refers to price arrived at with reference to those charged or quoted by at least two independent third parties providing products or services with comparable scale in areas where such products or services were provided under normal trading conditions around the time, and shall not be higher than the price charged or quoted by independent third parties.

(ii) *Storage and transportation services:* the price is determined with reference to the contractual price, which refers to a mutually agreed price set by all relevant parties for the provision of services. Such price is equivalent to reasonable costs incurred in providing such services plus reasonable profit. Reasonable costs mainly comprise fuel costs, transportation facility fees, relevant labour costs and etc. The reasonable profit is arrived at through arm's length negotiation between the Company and Chinalco after taking comprehensive consideration of the normal profit margin (being the comparable market profit margin of the relevant services) of such services provided by Chinalco to the Company, and shall not be higher than the profit margin charged to independent third parties.

(iii) *Ancillary production services:* the price is determined with reference to the contractual price, which refers to a mutually agreed price set by all relevant parties for the provision of services. Such price is equivalent to reasonable costs incurred in providing such services plus reasonable profit. Reasonable costs mainly comprise expenses for raw materials, labour costs, manufacturing fees, other indirect costs and etc. The reasonable profit is arrived at through arm's length negotiation between the Company and Chinalco after taking comprehensive consideration of the normal profit margin (being the comparable market profit margin of the relevant services) of such services provided by Chinalco to the Company, and shall not be higher than the profit margin charged to independent third parties.

(b) Supplies and ancillary services provided by the Company to Chinalco:

(i) *Products:*

- Alumina products: the selling price is determined according to a method where both the alumina spot market price and the weighted average price of settlement price for three-month aluminum ingot futures on the Shanghai Futures Exchange are weighted in proportion. The Company will consider the geographical location of the customers, the seasonality demands, the transportation costs, and other relevant factors to determine the proportion of weight to be allocated to the aforementioned alumina spot market price and the weighted average price of settlement price for three-month aluminum ingot futures on the Shanghai Futures Exchange.
- Electrolytic aluminum products (aluminum ingots): the trading price is determined according to the prices of futures in the current month, the weekly or monthly average spot market prices quoted on the Shanghai Futures Exchange.

- Other products: the price is determined with reference to the contractual price or the comparable local market price. The contractual price refers to a mutually agreed price set by all relevant parties for the provision of products. Such price is equivalent to reasonable costs incurred in providing such products plus reasonable profit. Reasonable costs mainly comprise expenses for raw materials, labour costs, manufacturing fees and etc. The reasonable profit is arrived at through arm's length negotiation between the Company and Chinalco after taking comprehensive consideration of the normal profit margin (being the comparable market profit margin of the relevant products) of such products provided by the Company to Chinalco, and shall not be lower than the profit margin charged to independent third parties. While the comparable local market prices refer to the prices arrived at with reference to those charged or quoted by at least two independent third parties providing products with comparable scale in areas where such products were provided under normal trading conditions around that time.

(ii) *Supporting services and ancillary production services:*

- Electricity supply: according to the provisions of relevant national laws and regulations, and based on the benchmark electricity price set up by the National Development and Reform Commission, local governments will determine their respective local electricity prices in consideration of their respective actual conditions. The price for electricity supply of the Company is determined with reference to the on-grid electricity prices and electricity sales prices proposed to be executed by enterprises set out in the notices issued by the development and reform commission in each province and city on their websites from time to time.

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- Gas, heat and water supply, measurement, spare parts, repair, testing, transportation, steam: the price is determined with reference to the contractual price, which refers to a mutually agreed price set by all relevant parties for the provision of services. Such price is equivalent to reasonable costs incurred in providing such services plus reasonable profit. Reasonable costs mainly comprise expenses for raw materials, fuel costs, transportation facility fees, labour costs, manufacturing fees and etc. The reasonable profit for provision of a series of services including gas, heat, water supply and etc. by the Company to Chinalco is arrived at through arm's length negotiation between the Company and Chinalco after taking comprehensive consideration of the normal profit margin (being the comparable market profit margin of the relevant services) of such services provided by the Company to Chinalco, and shall not be lower than the profit margin charged to independent third parties.
- Other services: the price is determined with reference to the comparable local market prices, which refer to the prices arrived at with reference to those charged or quoted by at least two independent third parties providing services with comparable scale in areas where such services were provided under normal trading conditions, and shall not be lower than the price charged or quoted by independent third parties.

Separate operative agreements will be entered into under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services by the parties from time to time, and the prices of the products or services provided or received by parties will be negotiated and determined on a case by case basis in accordance with the pricing policies as set out above.

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**Payment term:** Payment on delivery (payment shall generally be made (i) within a period of time after the delivery of the relevant products at the place designated by the purchasing party or the provision of the relevant services, and the completion of necessary inspections and internal approval procedures; or (ii) after setting-off the amounts due between the parties where there is mutual provision of products and services. The relevant payment term shall be no less favourable than those under comparable transactions between the Company and independent third parties).

For the purpose of assessing the principal terms of the expenditure transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services, we have randomly selected and obtained around 15 samples each of (i) the historical invoices/contracts between the Group (as recipient) and other independent third parties (as provider); and (ii) the invoices/contracts between the Group (as recipient) and Chinalco (as provider) under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services, for transactions conducted from 2023 to 2025 which were similar in nature to the extent where possible. We consider the said transaction records to be sufficient, fair and representative as they covered a reasonable range of products and services and were selected by us randomly. Upon review and comparison of the same, we noted that the principal terms such as price determination basis and payment terms offered to the Group by Chinalco were generally in line with those offered by the independent third party providers, and the price offered to the Group by Chinalco was no less favourable.

For the purpose of assessing the principal terms of the revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services, we have randomly selected and obtained around 15 samples each of (i) the historical invoices/contracts between the Group (as provider) and other independent third parties (as recipient); and (ii) the invoices/contracts between the Group (as provider) and Chinalco (as recipient) under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services, for transactions conducted from 2023 to 2025 which were similar in nature to the extent where possible. We consider the said transaction records to be sufficient, fair and representative as they covered a reasonable range of products and services and were selected by us randomly. Upon review and comparison of the same, we noted that the principal terms such as price determination basis and payment terms offered by the Group to Chinalco were generally in line with those offered to the independent third party recipients, and the price offered by the Group to Chinalco was no more favourable.

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Moreover, it is noted that prices of the products and services pursuant to the General Agreement on Mutual Provision of Production Supplies and Ancillary Services are mainly determined with reference to the relevant market prices. For certain non-core products and ancillary services, prices are determined by the cost-plus approach, under which a profit margin is added on to the costs. To assess the fairness and reasonableness of the cost-plus approach, we have taken into account: (i) the products and services that the cost-plus approach is applicable are mainly the non-core products and ancillary services which represent only a small portion of the transactions; (ii) the Company will compare suppliers through bidding (with not less than three bidders) in accordance with the related party transaction management measures and bidding management measures to ensure that the profit margin is fair and reasonable; and (iii) according to the Directors, such profit margin (usually being not more than 15%) is comparable to the market profit margin of relevant services or products. Hence, the cost-plus approach is considered to be acceptable and the relevant profit margin is considered to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

With the above being the case, we are of the view that the terms of the General Agreement on Mutual Provision of Production Supplies and Ancillary Services are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned.

### **The proposed annual caps**

The table below illustrates (i) the actual historical amounts of the expenditure transactions and revenue transactions; and (ii) the proposed annual caps for the expenditure transactions and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services:

	Actual historical amounts				The proposed annual caps		
				Six months ended			
	2022	2023	2024	30/6/2025	2026	2027	2028
	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>
Total expenditure transactions	10,954	13,814	21,389	12,002	38,900	38,900	38,900
Total revenue transactions	36,120	38,860	53,234	29,722	86,800	94,400	97,300

As we noted from the table above, both actual amount of the expenditure transactions and revenue transactions jumped in a row from 2022 to 2024. In particular, robust year-on-year jumps of approximately 54.8% and 37.0%, respectively, were recorded in 2024. During the first half of 2025, the amount of expenditure transactions and revenue transactions on an annualized basis further exceeded their respective actual amounts in 2024, indicating a persistent strong demand for the expenditure transactions and revenue transactions.

As illustrated under the sub-section headed “Overview of China’s aluminum industry” of this letter of advice, in 2024, China’s aluminum industry grew in a complex environment under the dual influence of the global economic model and domestic policy guidance and the price of aluminum has stayed at a high level. The industry output was among the highest in the world, and China’s aluminum industry is expected to further advance in the midst of government support and various technological breakthrough.

With regard to the operations and prospects of the Group, we understand from our discussion with the Directors and study of the 2024 Annual Report that committed to the development objective of building a world class aluminum company with global competitiveness, the Company pursues both internal high-quality growth of substance and external development, takes deepening reform, innovation-driven, green and low-carbon as its key source of momentum. The Company focuses on promoting the exploration and development of bauxite resources, increasing reserves and production, and added approximately 73.6 million tonnes of new resources throughout 2024. Several key projects, such as the Guangxi Huasheng Phase II alumina project and the Inner Mongolia Huayun Phase III electrolytic aluminum project, have been fully completed and put into operation, the supporting Damaoqi 1200MW new energy project has been connected to the grid for power generation, and a new green and low-carbon development model for the electrolytic aluminum industry has been initially formed; the capacity replacement and upgrading project of Qinghai Branch was constructed and put into operation. The Company also implemented ten fine alumina projects in 2024; started the construction of six high-purity aluminum and aluminum alloy projects, and 18 new energy projects; completed the Guizhou Huajin and Yunlv Wenshan metal gallium projects. The Company will make greater efforts to promote resource acquisition, increase domestic exploration and search for mineral rights, actively participate in the competition and transfer of mineral rights in bauxite resource provinces, and strive to obtain more domestically added resources. In addition, the Company will accelerate mining construction with higher standards, start the construction of Shanxi Huaxing Sujiaji bauxite mine, Shanxi New Materials Qinyuan No.1 mine, Guizhou Branch Maochang mine continuation project.

In light of:

- (i) the massive scale and positive outlook of China’s aluminum industry as revealed by our independent research;
- (ii) the dominant position of the Group within the aluminum industry and its competitive advantage of possessing a complete industrial chain with the integration of bauxite, energy, alumina, primary aluminum and aluminum alloy products production, technology research and development and logistics industries;

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- (iii) the Group's successful advancement and reform in recent years which shall further enhance its production efficiency and competitiveness in the market;
- (iv) to cope with certain specific new business needs, the revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services are expected to increase. For example, the revenue transactions would increase by approximately RMB5 billion due to the Company potentially providing transportation services for Chinalco's overseas projects in the future. Additionally, Chinalco (Yunnan) Green Advanced Aluminum Base Material Co., Ltd. (a subsidiary of the Company) plans to commence slab ingots production in 2026 for sale to Chinalco High-end Manufacturing Co., Ltd. (a subsidiary of Chinalco), resulting in an expected increase of approximately RMB8 billion for the revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services;
- (v) as disclosed in the Company's announcement dated 28 February 2025 and its supplemental circular dated 7 April 2025, Baotou Aluminum, after absorbing and merging with Inner Mongolia Huayun New Materials Co., Ltd., will become a 30%-controlled company of Chinalco, thereby becoming a connected person of the Company under the Hong Kong Listing Rules. The transactions in relation to the provision/receipt of products and services between Baotou Aluminum and the Company constitute continuing connected transactions for the Company and shall be governed by the General Agreement on Mutual Provision of Production Supplies and Ancillary Services. As a result, the proposed annual caps for the expenditure transactions and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services are expected to increase by approximately RMB9.4 billion and RMB5.6 billion, respectively;
- (vi) market prices of various aluminum products may rise in the future. Such price forecast is reasonable as according to our independent research as presented under the sub-section headed "Overview of China's aluminum industry" of this letter of advice, from March 2024 to June 2025, the aluminum price had stayed at above USD2,200 per tonne and peaked at around USD2,700 per tonne, and fluctuated within this price range. For instance, according to market data since 2022, the highest aluminum price exceeded USD3,500 per tonne. Based on a 15% increase from the highest electrolytic aluminum price in the past five years, the expenditure transactions and revenue transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services are expected to increase by approximately RMB4 billion and RMB6 billion, respectively;



- (vii) the actual amount of expenditure transactions jumped in a row from 2022 to 2024. In particular, robust year-on-year jump of approximately 54.8% was recorded in 2024. During the first half of 2025, the amount of expenditure transactions on an annualized basis further exceeded its actual amount in 2024, indicating a persistent strong demand for the expenditure transactions, and the proposed annual cap of RMB38.9 billion for the expenditure transactions accounts for an acceptable level of approximately 19.3% of the Group's total operating cost of approximately RMB201.5 billion for the year ended 31 December 2024; and
- (viii) the actual amount of revenue transactions jumped in a row from 2022 to 2024. In particular, robust year-on-year jump of approximately 37.0% was recorded in 2024. During the first half of 2025, the amount of revenue transactions on an annualized basis further exceeded its actual amount in 2024, indicating a persistent strong demand for the revenue transactions, and such revenue transactions would provide the Group with a relatively stable source of revenue under terms which are fair and reasonable,

we consider that the proposed annual caps for the transactions contemplated under the General Agreement on Mutual Provision of Production Supplies and Ancillary Services are fair and reasonable so far as the Independent Shareholders are concerned.

### **3. THE PROVISION OF ENGINEERING, CONSTRUCTION AND SUPERVISORY SERVICES AGREEMENT**

#### **Reasons for and possible benefits of the Provision of Engineering, Construction and Supervisory Services Agreement**

As advised by the Directors, given the long-term business relationship between the Group and Chinalco, the Directors consider that it is in the Company's interest to renew and continue with the existing continuing connected transactions as the Group can acquire engineering design, construction and supervisory services from Chinalco based on normal commercial terms, which is beneficial for project development and construction and business development of the Group.

Since it is in the Company's interest to renew and continue with the existing continuing connected transactions with Chinalco such that the Group can acquire engineering design, construction and supervisory services from Chinalco based on normal commercial terms, we concur with the Directors that the entering into of the Provision of Engineering, Construction and Supervisory Services Agreement is in the interests of the Company and the Shareholders as a whole and is conducted in the ordinary and usual course of business of the Group.

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## LETTERS FROM VBG CAPITAL

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### **Principal terms of the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement**

Summarized below are the principal terms of the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement:

<b>Date of the initial agreement:</b>	5 November 2001
<b>Date of the supplemental agreement:</b>	27 October 2025
<b>Parties:</b>	<p>(1) Chinalco as provider (for itself and on behalf of its subsidiaries and associates)</p> <p>(2) The Company as recipient (for itself and on behalf of its subsidiaries)</p>
<b>Term:</b>	Three years commencing from 1 January 2026 and ending on 31 December 2028
<b>Nature of transactions:</b>	Engineering design, construction and supervisory services as well as relevant research and development operations provided by Chinalco to the Company.
<b>Price determination:</b>	<i>Engineering design:</i> the price is determined by comparable local market prices or through public bidding on a case by case basis. The comparable local market prices refer to the prices arrived at with reference to those charged or quoted by at least two independent third parties providing services with comparable scale in areas where such services were provided under normal trading conditions. Price determination through public bidding refers to the prices determined in accordance with the public bidding and tender procedure required by the relevant regulatory authorities in the areas where the projects are located. The bidding price shall be controlled within the reasonable range which is close to the base price.

*Construction and supervisory services:* the price is determined through public bidding. In such case, the prices will be determined in accordance with the public bidding and tender procedure required by the relevant regulatory authorities in the areas where the projects are located. The bidding price shall be controlled within the reasonable range which is close to the base price.

*Other relevant services:* the price is determined with reference to the comparable local market prices, which refer to the prices arrived at with reference to those charged or quoted by at least two independent third parties providing services with comparable scale in areas where such services were provided under normal trading conditions around that time.

The base price referenced in pricing for engineering design, construction and supervisory services is generally determined by the professionals or agencies as organized or entrusted by the bidding unit. The base price is arrived at by adding other fees incurred directly or indirectly, on-the-spot expenditures, estimated profits (with reference to the workload of the project and the profit of projects with similar size) and taxes under prescribed procedures to the sum of costs for labour, materials and machinery utilization based on the engineering quantity (or workload of design and supervisory services) of the construction project. Separate operative agreements will be entered into under the Provision of Engineering, Construction and Supervisory Services Agreement by the relevant parties from time to time, and the price of the services provided or received by parties will be negotiated and determined on a case by case basis in accordance with the pricing policies as set out above.

**Payment term:**

Payment shall generally be made (i) as to 10% to 20% of the contract price before the provision of the relevant services, up to a maximum of 70% of the contract price during the provision of the relevant services and as to the remaining 10% to 20% of the contract price upon successful provision of the relevant services; (ii) in accordance with the prevailing market practice; or (iii) in accordance with the arrangement to be agreed by the parties. The relevant payment term shall be no less favourable than those under the comparable transactions between the Company and independent third parties.

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## LETTERS FROM VBG CAPITAL

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For our due diligence purpose, we have randomly requested and obtained around 15 samples each of (i) the historical invoices/contracts between the Group (as recipient) and independent third parties (as provider); and (ii) the invoices/contracts between the Group (as recipient) and Chinalco (as provider) under the Provision of Engineering, Construction and Supervisory Services Agreement, for transactions conducted from 2023 to 2025 which were similar in nature to the extent where possible. We consider the said transaction records to be sufficient, fair and representative as they covered a reasonable range of services and were selected by us randomly. Upon review and comparison of the same, we noted that the principal terms such as price determination basis and payment terms offered to the Group by Chinalco are generally in line with those offered by the independent third party providers. Furthermore, as the prices of the engineering design and construction and supervisory services are mainly set with reference to the relevant market prices or by bidding in accordance with the public bidding and tender procedure required by the relevant regulatory authorities in the areas where the projects are located, we have further requested the Company to provide us with documents in relation to such public bidding and tender procedure. Upon review of the same, we noted that in accordance with the public bidding and tender procedure, different bidders shall compete on equal ground based on several key selection criteria, for example, qualification and experience and the bidding price.

With the above being the case, we are of the view that the terms of the Provision of Engineering, Construction and Supervisory Services Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned.

### **The proposed annual caps**

The table below illustrates (i) the actual historical amounts of the expenditure transactions; and (ii) the proposed annual caps for the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement:

	Actual historical amounts				The proposed annual caps		
				Six months ended			
	2022	2023	2024	30/6/2025	2026	2027	2028
	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>
Total expenditure transactions	544	776	2,917	1,177	8,000	8,800	9,600

As we noted from the table above, the actual amount of expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement witnessed astonishing soar of approximately 275.9% from 2023 to 2024. Upon our enquiry with the Directors, we understand that such soar was mainly due to the Company's focus on structural adjustment and optimization, accelerating industrial iteration and upgrading, and has further increased investment in recent years.

With reference to the past annual reports of the Company, we noted that the Group completed project investment expenditure (excluding equity investment), which mainly consisted of investments in construction of transformation and upgrading projects, energy saving and consumption reduction, environmental governance, resources acquisition and technological research and development, of approximately RMB4.8 billion, RMB6.6 billion and RMB13.5 billion in 2022, 2023 and 2024, respectively, suggesting a clear ascending trend of the Group's project investment expenditures in the past two years.

To assess the fairness and reasonableness of the proposed annual caps, we have further requested the Company to provide us with information regarding the future development of the Group's major mine, alumina and alloy projects together with its other upgrading, transformation and regular projects as of 2025 (the "**Major Projects**") which do not include projects that are in the planning stage or maybe unanticipated. From the information provided by the Group, we noted that the Major Projects include resource acquisition, transformation and upgrading, green and low-carbon initiatives, and digital and intelligent transformation. At present, the total budgeted investment amounts of the said Major Projects are estimated to be nearly RMB20 billion. Based on the current development progress of the Major Projects, the proposed annual cap for the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement is expected to be RMB8 billion for 2026, including certain new alumina projects of approximately RMB4.3 billion, a dedicated hydrogen aluminum project of approximately RMB1 billion, a red mud iron ore beneficiation project of approximately RMB600 million, a recycled aluminum project of approximately RMB300 million, and the construction of digital systems of approximately RMB200 million etc. As advised by the Directors, under the 15th Five-year Plan, it is expected that there will be a distinctive expansion in the Group's fixed asset investment in the coming future. As a result, it is expected that the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement will further increase by approximately 10% year-on-year in 2027 and 2028.

In view of:

- (i) the massive scale and positive outlook of China's aluminum industry as revealed by our independent research;
- (ii) the dominant position of the Group within the aluminum industry and its competitive advantage of possessing a complete industrial chain with the integration of bauxite, energy, alumina, primary aluminum and aluminum alloy products production, technology research and development and logistics industries;

- (iii) from the information provided by the Group, we noted that the Major Projects include resource acquisition, transformation and upgrading, green and low-carbon initiatives, and digital and intelligent transformation. At present, the total budgeted investment amounts of the said Major Projects are estimated to be nearly RMB20 billion. Based on the current development progress of the Major Projects, the proposed annual cap for the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement is expected to be RMB8 billion for 2026, including certain new alumina projects of approximately RMB4.3 billion, a dedicated hydrogen aluminum project of approximately RMB1 billion, a red mud iron ore beneficiation project of approximately RMB600 million, a recycled aluminum project of approximately RMB300 million, and the construction of digital systems of approximately RMB200 million etc. As advised by the Directors, under the 15th Five-year Plan, it is expected that there will be a distinctive expansion in the Group's fixed asset investment in the coming future. As a result, it is expected that the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement will further increase by approximately 10% year-on-year in 2027 and 2028; and
- (iv) as represented by the Directors, the relatively low actual amount of the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement in 2022 and 2023 was exceptional given the Group's then business requirement and strategy. According to the Group's development strategy, its completed project investment expenditure ascended from approximately RMB6.6 billion in 2023 to approximately RMB13.5 billion in 2024, the actual amount of expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement also soared astonishingly by approximately 275.9% from 2023 to 2024. Hence, the actual amount of the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement in 2022 and 2023 shall not be valid reference for the proposed annual caps,

we consider that the proposed annual caps for the expenditure transactions contemplated under the Provision of Engineering, Construction and Supervisory Services Agreement are fair and reasonable so far as the Independent Shareholders are concerned.

**4. INTERNAL CONTROL AND COMPLIANCE WITH THE HONG KONG LISTING RULES**

As referred to in the Letter from the Board, the Group has adopted a series of internal control measures to supervise the Continuing Connected Transactions. In particular, the authorized departments of the Company will collect and record information on prices and profit margins charged by independent third parties and enquire relevant industry specialist websites, industry specialist reports or published information on prices and profit margins to trace market condition at least semi-annually. Prior to entering into specific agreements, the authorized departments of the Company will also review and assess the specific terms and conditions of the transactions. In relation to the above, as disclosed in the previous sections of this letter of advice, we have conducted sample check and noted that the principal terms of transactions between the Group and Chinalco were generally in line with those with the independent third parties.

In addition, the Directors confirmed that the Company shall comply with the requirements of Rules 14A.53 and 14A.55 of the Hong Kong Listing Rules pursuant to which (i) the total amounts of the Continuing Connected Transactions must be restricted by the respective proposed annual caps for the three years ending 31 December 2028; (ii) the terms of the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the Provision of Engineering, Construction and Supervisory Services Agreement (together with the respective proposed annual caps) must be reviewed by the independent non-executive Directors annually; and (iii) details of independent non-executive Directors' annual review on the terms of the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the Provision of Engineering, Construction and Supervisory Services Agreement (together with the respective proposed annual caps) must be included in the Company's subsequent published annual reports and financial accounts. As also stipulated under Rule 14A.56 of the Hong Kong Listing Rules, auditors of the Company must provide annually a letter to the Board confirming, among other things, that the Continuing Connected Transactions are carried out in accordance with the terms under relevant agreements and the pricing policies of the Company in all material respects, and the proposed annual caps are not being exceeded. In the event that the total amounts of the Continuing Connected Transactions exceed the respective proposed annual caps, or that there is any material amendment to the terms of the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the Provision of Engineering, Construction and Supervisory Services Agreement, the Company, as confirmed by the Directors, shall comply with the applicable provisions of the Hong Kong Listing Rules governing continuing connected transaction.

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## LETTERS FROM VBG CAPITAL

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For our due diligence purpose, we have requested and obtained the following documents relating to, amongst others, the Continuing Connected Transactions: (i) the annual work report of the audit committee of the Company; (ii) the annual work report of the Company's board of supervisors; (iii) the annual review opinion from the independent non-executive Directors; and (iv) the annual confirmation letter from the auditors of the Company. Based on the aforesaid reports/confirmation letter that we obtained and reviewed, we are not aware of any material deficiencies and we noted that the Continuing Connected Transactions have been subject to regular supervision by the Company's supervisors and the independent non-executive Directors, as well as the external auditors of the Company.

With (i) the effective internal control measures of the Group covering comprehensive spectrum from execution, management to high-level supervision as well as (ii) the stipulated requirements for continuing connected transaction of the Hong Kong Listing Rules in place, the Continuing Connected Transactions will be monitored and hence the interest of the Independent Shareholders would be safeguarded.

### RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of the General Agreement on Mutual Provision of Production Supplies and Ancillary Services and the Provision of Engineering, Construction and Supervisory Services Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) the Continuing Connected Transactions are in the interests of the Company and the Shareholders as a whole and are conducted in the ordinary and usual course of business of the Group. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the respective resolutions to be proposed at the 2025 Third EGM to approve the Continuing Connected Transactions and we recommend the Independent Shareholders to vote in favour of the resolutions in this regard.

Yours faithfully,  
For and on behalf of  
**VBG Capital Limited**  
**Doris Sing**  
*Managing Director*

*Ms. Doris Sing is a licensed person and responsible officer of VBG Capital Limited registered with the Securities and Futures Commission to carry on Type 6 (advising on corporate finance) regulated activity under the SFO and has over 20 years of experience in corporate finance.*



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## LETTERS FROM VBG CAPITAL

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*Set out below is the text of a letter received from VBG Capital Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the deposit services under the New Financial Services Agreement for the purpose of inclusion in this supplemental circular.*



建泉融資有限公司  
VBG Capital Limited

21/F., Low Block  
Grand Millennium Plaza  
181 Queen's Road Central  
Hong Kong

4 December 2025

To: *The independent board committee and the independent shareholders  
of Aluminum Corporation of China Limited*

Dear Sirs,

### DISCLOSEABLE TRANSACTION AND CONTINUING CONNECTED TRANSACTION UNDER THE NEW FINANCIAL SERVICES AGREEMENT

#### INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the deposit services under the New Financial Services Agreement, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the supplemental circular dated 4 December 2025 issued by the Company to the Shareholders (the “**Supplemental Circular**”), of which this letter of advice forms part. Capitalized terms used in this letter of advice shall have the same meanings as ascribed to them under the section headed “Definitions” in the Supplemental Circular unless the context requires otherwise.

The Company entered into the Existing Financial Services Agreement to regulate the provision of financial services by Chinalco Finance Company to the Group on 21 March 2023. As the Existing Financial Services Agreement will expire on 31 December 2025, the Company entered into the New Financial Services Agreement with Chinalco Finance Company on 27 October 2025 to replace the Existing Financial Services Agreement.

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## LETTERS FROM VBG CAPITAL

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According to the Letter from the Board, the deposit services under the New Financial Services Agreement constitutes discloseable transaction for the Company under Chapter 14 of the Hong Kong Listing Rules and non-exempt continuing connected transaction for the Company under Chapter 14A of the Hong Kong Listing Rules, and is subject to the reporting, announcement and independent shareholders' approval requirements.

The Independent Board Committee comprising Mr. Yu Jinsong, Ms. Chan Yuen Sau Kelly and Mr. Li Xiaobin (all being the independent non-executive Directors) has been established to advise the Independent Shareholders on (i) whether the terms of the deposit services under the New Financial Services Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; (ii) whether the entering into of the New Financial Services Agreement is in the interests of the Company and the Shareholders as a whole and is conducted in the ordinary and usual course of business of the Group; and (iii) how the Independent Shareholders should vote in respect of the resolution to approve the New Financial Services Agreement at the 2025 Third EGM. We, VBG Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

### OUR INDEPENDENCE

As at the Latest Practicable Date, apart from (i) having acted as the independent financial adviser of the Company relating to (a) a discloseable and connected transaction for the Company which a supplemental circular dated 7 April 2025 was issued and (b) the revision of annual caps regarding certain continuing connected transactions for the Company which a supplemental circular dated 4 November 2024 was issued; and (ii) the existing engagement in relation to the deposit services under the New Financial Services Agreement with Chinalco Finance Company together with certain Daily Continuing Connected Transactions with Chinalco, we did not have any business relationship with the Company within the past two years. Save for the normal fees payable to us in connection with this appointment, no arrangement exists whereby we shall receive any fees or benefits from the Company and its subsidiaries or the Directors, chief executive or substantial shareholders (as defined in the Hong Kong Listing Rules) of the Company or any of their associates (as defined in the Hong Kong Listing Rules). We consider there is no relationship or interests with the Company or any other parties that could reasonably be regarded as relevant to our independence and hence we consider ourselves independent to form our opinion in respect of the deposit services under the New Financial Services Agreement in compliance with Rule 13.84 of the Hong Kong Listing Rules.

### **BASIS OF OUR OPINION**

In formulating our opinion with regard to the deposit services under the New Financial Services Agreement, we have relied on the information and facts supplied, opinions expressed and representations made to us by the management of the Company. We have assumed that the information and facts supplied, opinions expressed and representations made to us by the management of the Company were true, accurate and complete at the time they were made and continue to be true, accurate and complete in all material aspects until the date of the Supplemental Circular. We have also assumed that all statements of belief, opinions, expectation and intention made by the management of the Company in the Supplemental Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Supplemental Circular, or the reasonableness of the opinions expressed by the Company, its management and/or advisers, which have been provided to us.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Supplemental Circular and have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, that the information contained in the Supplemental Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in the Supplemental Circular or the Supplemental Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Supplemental Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent investigation into the business and affairs or future prospects of the Group, Chinalco, Chinalco Finance Company or their respective shareholders, subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the deposit services under the New Financial Services Agreement. Our opinion is necessarily based on the market, financial, economic and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. Nothing contained in this letter of advice should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

Shareholders should note that as the proposed cap for the deposit services under the New Financial Services Agreement is relating to future events and was estimated based on assumptions which may or may not remain valid for the entire period up to 31 December 2028, it does not represent forecasts of revenues or costs to be recorded from the deposit services under the New Financial Services Agreement. Consequently, we express no opinion as to how closely the actual revenues and costs to be recorded under the deposit services under the New Financial Services Agreement will correspond with the proposed cap.

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## LETTERS FROM VBG CAPITAL

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Where information in this letter of advice has been extracted from published or otherwise publicly available sources, we have ensured that such information has been correctly and fairly extracted, reproduced or presented from the relevant sources but we did not conduct any independent investigation into the accuracy and completeness of such information.

### PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the deposit services under the New Financial Services Agreement, we have taken into consideration the following principal factors and reasons:

#### 1. BACKGROUND OF AND REASONS FOR THE NEW FINANCIAL SERVICES AGREEMENT

##### Business and financial overview of the Group

The Company is a joint stock limited company incorporated in the PRC, the A Shares and H Shares of which are listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, respectively. The Group principally engages in the exploration and mining of bauxite, coal and other resources; production, sales and technology research of alumina, primary aluminum, aluminum alloy and carbon products; international trade; logistics business; thermal and new energy power generation, etc.

Set out below is a summary of the key audited consolidated financial information of the Group for the two years ended 31 December 2024 as extracted from the Company's annual report for the year ended 31 December 2024:

	<b>For the year ended 31 December 2024</b>	<b>For the year ended 31 December 2023</b>
	<i>RMB'000</i>	<i>RMB'000</i> (Restated)
Revenue	237,065,629	225,319,044
Net profit for the year	19,381,819	12,555,903

As depicted by the table above, the Group's total revenue for the year ended 31 December 2024 was approximately RMB237.1 billion, increasing by approximately 5.2% as compared to the prior year. During the same year under review, the Group's net profit also increased significantly by approximately 54.4% from approximately RMB12.6 billion for the year ended 31 December 2023 to approximately RMB19.4 billion.

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## LETTERS FROM VBG CAPITAL

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As represented by the Directors, the Group is a leading enterprise in aluminum industry in China, ranking among the top in the global aluminum industry in terms of overall strengths. The Group's alumina, fine alumina, electrolytic aluminum, high purity aluminum and gallium metal production capacity all rank first in the world, and is a large manufacturer and operator with integration of exploration and mining of bauxite, coal and other resources; production, sales and technology research of alumina, primary aluminum, aluminum alloy and carbon; international trade; logistics business; thermal and new energy power generation. To maintain ongoing business advancement and adapt to industry changes and challenges, the Company has been committed to optimizing the industrial layout, innovation-driven progress, green and low-carbon development.

### **Information on Chinalco Finance Company**

With reference to the Letter from the Board, Chinalco Finance Company is a limited liability company incorporated in the PRC and a subsidiary of Chinalco. Its main businesses include accepting deposits from members, handling fund settlements for members, providing loans, bill discounting, bill acceptance, provision of buyers' credit for products of members, provision of entrusted loans, bond underwriting, non-financing letters of guarantee, financial consultation services, credit appraisal and consultation and agency services to members, as well as provision of inter-bank lending and investments in fixed-income and marketable securities.

### ***Financial information of Chinalco Finance Company***

Set out below is a summary of the key audited financial information of Chinalco Finance Company for the two years ended 31 December 2024 based on its 2024 audited financial statements:

	<b>For the year ended 31 December 2024</b>	<b>For the year ended 31 December 2023</b>
	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	586,572	529,415
Net profit for the year	349,448	357,061
	<b>As at 31 December 2024</b>	<b>As at 31 December 2023</b>
	<i>RMB'000</i>	<i>RMB'000</i>
Net asset value	6,250,818	6,035,592

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## LETTERS FROM VBG CAPITAL

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As depicted by the table above, Chinalco Finance Company recorded revenue and net profit of approximately RMB586.6 million and RMB349.4 million, respectively, for the year ended 31 December 2024. As at 31 December 2024, the net asset value of Chinalco Finance Company jumped from approximately RMB6,035.6 million as at 31 December 2023 to approximately RMB6,250.8 million.

### ***Regulatory environment of Chinalco Finance Company***

Based on our independent research, we noted that as a non-bank financial institution in the PRC, Chinalco Finance Company is subject to stringent regulations and is regulated by the National Financial Regulatory Administration. In accordance with the relevant provisions of the Measures for the Administration of Finance Companies of Enterprise Groups issued by the National Financial Regulatory Administration, Chinalco Finance Company is required to establish a sound corporate governance structure, improve internal controls, standardize business activities, conduct operations compliantly, and comply with multiple regulatory requirements to ensure fund safety, including but not limited to capital adequacy ratio, liquidity ratio, loan balance limits, total investment limits, net fixed asset limits, etc. Simultaneously, it must also deposit a certain proportion of statutory reserves with PBOC as stipulated by relevant regulations.

As confirmed by the Directors, to their best knowledge, up to the Latest Practicable Date, there had been no record of non-compliance with relevant laws, rules and regulations of the PRC in relation to Chinalco Finance Company.

### ***Risk profile of Chinalco Finance Company***

In assessing the possible credit risk involved in placing deposits with Chinalco Finance Company, we have taken into consideration that:

- (a) as presented above, the operation of Chinalco Finance Company is subject to stringent supervision of the National Financial Regulatory Administration, and is regulated by the relevant PRC financial regulations and rules;
- (b) as presented under the paragraph headed “Financial information of Chinalco Finance Company” of this letter of advice, Chinalco Finance Company has a sound financial position with total revenue and net profit of approximately RMB586.6 million and RMB349.4 million, respectively, for the year ended 31 December 2024, and net asset value of approximately RMB6,250.8 million as at 31 December 2024;
- (c) as detailed in the Letter from the Board, Chinalco Finance Company has established internal control and risk management system in accordance with the relevant PRC financial regulations and rules;

- (d) as confirmed by the Directors, to their best knowledge, up to the Latest Practicable Date, there had been no record of non-compliance with relevant laws, rules and regulations of the PRC in relation to Chinalco Finance Company; and
- (e) pursuant to the New Financial Services Agreement, if Chinalco Finance Company fails to pay the deposits to the Group on time and in full upon request, the Group shall be entitled to terminate the New Financial Services Agreement and offset the loans due to Chinalco Finance Company by the Group with such deposits payable by Chinalco Finance Company in accordance with the PRC laws and regulations.

Taking into consideration the above, we concur with the Directors that the possible credit risk involved in placing deposits with Chinalco Finance Company is manageable.

### **Reasons for and possible benefits of the New Financial Services Agreement**

As advised by the Directors, the reasons for the Company to enter into the New Financial Services Agreement with Chinalco Finance Company are as follows:

1. The settlement services through Chinalco Finance Company will strengthen the Company's centralized management of its subsidiaries' funds and reduce the capital transmission time, and the Company may take full advantage of the favourable policy of free settlement services provided by Chinalco Finance Company to duly increase the amount of settlement services to be provided by Chinalco Finance Company and reduce the banking commission charges payable by the Company, which is beneficial to reducing the amount of funds kept by the Group, thereby releasing more funds for turnover.
2. The Company will deposit part of its funds with Chinalco Finance Company, which will provide financing support to the Company's subsidiaries through operating loans of Chinalco Finance Company in compliance with the limits for such loans. Such arrangements will resolve the capital requirements of certain subsidiaries of the Company and enable the Company to centralize its management of the Group's credit limits and loan targets through Chinalco Finance Company.
3. The interest rate for the deposits of the Group with Chinalco Finance Company is generally superior to the interest rate for the same type of deposit announced by PBOC for the same period and the interest rate for the same type of deposit offered by the major commercial banks in the PRC for the same period, which is beneficial to improving the level of the Company's capital gains.

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## LETTERS FROM VBG CAPITAL

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4. Chinalco Finance Company has strong anti-risk capability with background support from Chinalco. The funds deposited with Chinalco Finance Company by the Company can effectively avoid the complex and volatile environment of the financial market, which can guarantee capital safety.
5. In accordance with the New Financial Services Agreement, Chinalco Finance Company will provide comprehensive credit services, loan services, bill acceptance services, bills discounting services, guarantee services and other financing services, whose interest rate shall be equivalent to or lower than the interest rate for the same type of loans provided by the major commercial banks in the PRC for the same period, and no security is to be granted by the Company over its assets, enabling the lending procedures to be easier and more efficient than those provided by the commercial banks.
6. Chinalco Finance Company can serve as the Company's funds centralized management platform to balance funds. The arrangement of entrusted loans for the Company's subsidiaries through Chinalco Finance Company may replace the high-rate loans of the Company's subsidiaries from external financial institutions, reducing the Group's overall financial expenses.
7. Chinalco Finance Company is regulated by the National Financial Regulatory Administration, and provides its services in accordance with and in satisfaction of the rules and operational requirements of such regulatory authority. Furthermore, Chinalco Finance Company has established a sound internal control system, business management measures, and operational procedures to ensure the effective operation of its internal control framework. Additionally, the Company regularly assesses the operational qualifications, business activities, and risk profile of Chinalco Finance Company, enabling effective risk control with and in satisfaction of the rules and operational requirements of such regulatory authority.

In light of that the transactions contemplated under the New Financial Services Agreement will facilitate the Group to optimize its financial management, increase the efficiency of fund utilization, and reduce the cost and risk of financing, we concur with the Directors that the entering into of the New Financial Services Agreement is in the interests of the Company and the Shareholders as a whole and is conducted in the ordinary and usual course of business of the Group.



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## LETTERS FROM VBG CAPITAL

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### 2. PRINCIPAL TERMS OF THE NEW FINANCIAL SERVICES AGREEMENT

Summarized below are the principal terms of the New Financial Services Agreement dated 27 October 2025:

- Parties:**
- (1) The Company as recipient (for itself and on behalf of its subsidiaries); and
  - (2) Chinalco Finance Company as provider
- Term:**
- The term of the agreement shall be three years, commencing on 1 January 2026, and ending on 31 December 2028
- Nature of the deposit services:**
- (a) The interest rate for the deposits of the Group with Chinalco Finance Company shall be within the upper limit of the interest rate for the same type of deposit announced by PBOC for the same period, and in principle, not lower than the interest rate for the same type of deposit offered by major commercial banks in the PRC for the same period. The Company will obtain at least four quotations from the independent commercial banks, including but not limited to Bank of China, Agricultural Bank of China, Industrial and Commercial Bank of China, China Construction Bank and Bank of Communications.
  - (b) In respect of deposit services, Chinalco Finance Company shall ensure the security of the Group's funds and promptly and fully satisfy any withdrawal request raised by the Group at any time. If Chinalco Finance Company fails to pay the deposits to the Group on time and in full upon request, the Group shall be entitled to terminate the New Financial Services Agreement and offset the loans due to Chinalco Finance Company by the Group with such deposits payable by Chinalco Finance Company in accordance with the PRC laws and regulations.

As aforementioned, the interest rate for the deposits of the Group with Chinalco Finance Company shall be (i) within the upper limit of the interest rate for the same type of deposit announced by PBOC for the same period; and (ii) not lower than the interest rate for the same type of deposit offered by the major commercial banks in the PRC for the same period. In this relation, we have compared the deposit rates offered by other major commercial banks in the PRC (such as the Bank of Communications, the Industrial and Commercial Bank of China and the China Merchants Bank) and Chinalco Finance Company, and noted that the deposit rates offered by Chinalco Finance Company were, for the same type of deposit for the same period, in general 50 basis points higher than those offered by other major commercial banks in the PRC.

In respect of deposit services, Chinalco Finance Company shall ensure the security of the Group's funds and promptly and fully satisfy any withdrawal request raised by the Group at any time. If Chinalco Finance Company fails to pay the deposits to the Group on time and in full upon request, the Group shall be entitled to terminate the New Financial Services Agreement and offset the loans due to Chinalco Finance Company by the Group with such deposits payable by Chinalco Finance Company in accordance with the PRC laws and regulations. We consider that such provision could provide additional protection to the Group by reducing the possible credit risk involved in placing deposits with Chinalco Finance Company.

In addition, we noted that pursuant to the New Financial Services Agreement, the Group and Chinalco Finance Company shall cooperate on a non-exclusive basis. Such provision could also provide flexibility for the Group to select other financial institutions for financial services at its discretion judging from its own circumstances.

In view of the above, we are of the view that the terms of the deposit services under the New Financial Services Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned.

### 3. THE PROPOSED CAP

The Company proposes to set the maximum daily balance of deposits (including accrued interest) placed by the Group with Chinalco Finance Company as RMB22 billion (the “**Maximum Deposit Balance**”) during the term of the New Financial Services Agreement.

Regarding the aforesaid proposed cap, we have considered the following factors:

- (a) during the two years ended 31 December 2024 and the six months ended 30 June 2025, the maximum daily balance of deposits (including accrued interest) placed by the Group with Chinalco Finance Company was approximately RMB14.2 billion and RMB17.0 billion and RMB17.0 billion, respectively, indicating that the Group has constant considerable demand for the deposit services provided by Chinalco Finance Company;

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## LETTERS FROM VBG CAPITAL

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- (b) the highest historical utilization rate for the cap of maximum daily balance of deposits (including accrued interest) under the Existing Financial Services Agreement has reached nearly 100%;
- (c) we noted from the published financial information of the Company that alongside the sturdy advancement in business performance of the Group, the cash and cash equivalents of the Group have been surging persistently from approximately RMB19.0 billion as at 31 December 2023 to approximately RMB20.7 billion as at 31 December 2024, and further to approximately RMB25.4 billion as at 30 June 2025. The Directors expected that the Group's operating cash flow would continue to surge, and its cash and cash equivalents would also surge accordingly. The maximum daily balance of deposits under the Existing Financial Services Agreement can no longer meet the Group's needs;
- (d) pursuant to the New Financial Services Agreement, the Group can select other financial institutions for financial services at its discretion. In addition, the interest rate for the deposits of the Group with Chinalco Finance Company shall be (i) within the upper limit of the interest rate for the same type of deposit announced by PBOC for the same period; and (ii) not lower than the interest rate for the same type of deposit offered by the major commercial banks in the PRC for the same period. The aforesaid arrangement can on one hand provides the Group with flexibility in selecting financial institutions for deposit services, and on the other hand allowing the Group to capture higher interest earnings from its idle cash; and
- (e) as represented by the Directors, the funds deposited with Chinalco Finance Company by the Group are conducive in strengthening funds centralized management and accelerating the turnover of funds, so as to increase the efficiency of funds utilization.

Based on the foregoing factors, we are of the opinion that the proposed cap for the deposit services under the New Financial Services Agreement is fair and reasonable so far as the Independent Shareholders are concerned.

**4. INTERNAL CONTROL AND COMPLIANCE WITH THE HONG KONG LISTING RULES**

As detailed in the Letter from the Board, the Group has adopted various internal control measures to supervise its continuing connected transactions. In particular, prior to entering into any deposit arrangement with Chinalco Finance Company, the Company will communicate with Chinalco Finance Company and other independent commercial banks in the PRC to ensure that the interest rate for the deposits of the Group with Chinalco Finance Company is not lower than the interest rate for the same type of deposit offered by those commercial banks in the PRC for the same period. The Company has also formulated a “Risk Disposal Plan for Connected Transactions between Aluminum Corporation of China Limited and Chinalco Finance Co., Ltd.” and conducts risk assessment on Chinalco Finance Company every six months. As disclosed under the section headed “Principal terms of the New Financial Services Agreement” of this letter of advice, from our independent review and comparison, we noted that the deposit rates offered by Chinalco Finance Company were, for the same type of deposit for the same period, in general 50 basis points higher than those offered by other major commercial banks in the PRC. At the same time, from our independent study of the said “Risk Disposal Plan for Connected Transactions between Aluminum Corporation of China Limited and Chinalco Finance Co., Ltd.”, we noted that this plan aims to guarantee the capital safety of the Company, and puts forward solutions to transaction-related risk and capital preservation plan. We further noted from the published annual and interim reports of the Company that the Company conducts regular risk assessment and management to minimize possible risks.

Furthermore, the Directors confirmed that the Company shall comply with the requirements of Rules 14A.53 and 14A.55 of the Hong Kong Listing Rules pursuant to which (i) the maximum daily balance of deposits (including accrued interest) placed by the Group with Chinalco Finance Company must be restricted by the Maximum Deposit Balance during the term of the New Financial Services Agreement; (ii) the terms of the New Financial Services Agreement (together with the proposed cap) must be reviewed by the independent non-executive Directors annually; and (iii) details of independent non-executive Directors’ annual review on the terms of the New Financial Services Agreement (together with the proposed cap) must be included in the Company’s subsequent published annual reports and financial accounts. As also stipulated under Rule 14A.56 of the Hong Kong Listing Rules, auditors of the Company must provide annually a letter to the Board confirming, among other things, that the deposit services under the New Financial Services Agreement are carried out in accordance with the terms under relevant agreements and the pricing policies of the Company in all material respects, and the Maximum Deposit Balance is not being exceeded. In the event that the maximum daily balance of deposits (including accrued interest) placed by the Group with Chinalco Finance Company exceed the Maximum Deposit Balance, or that there is any material amendment to the terms of the New Financial Services Agreement (together with the proposed cap), the Company, as confirmed by the Directors, shall comply with the applicable provisions of the Hong Kong Listing Rules governing continuing connected transaction.

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## LETTERS FROM VBG CAPITAL

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For our due diligence purpose, we have requested and obtained the following documents relating to, amongst others, continuing connected transactions: (i) the annual work report of the audit committee of the Company; (ii) the annual work report of the Company's board of supervisors; (iii) the annual review opinion from the independent non-executive Directors; and (iv) the annual confirmation letter from the auditors of the Company. Based on the aforesaid reports/confirmation letter that we have obtained and reviewed, we are not aware of any material deficiencies and we noted that the continuing connected transactions of the Group have been subject to regular supervision by the Company's board of supervisors and independent non-executive Directors, as well as the external auditors of the Company.

With (i) the effective internal control measures of the Group covering comprehensive spectrum from execution, risk assessment and management to high-level supervision as well as (ii) the stipulated requirements for continuing connected transaction of the Hong Kong Listing Rules in place, the deposit services under the New Financial Services Agreement will be monitored and hence the interest of the Independent Shareholders would be safeguarded.

### RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of the deposit services under the New Financial Services Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) the entering into of the New Financial Services Agreement is in the interests of the Company and the Shareholders as a whole and is conducted in the ordinary and usual course of business of the Group. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution to be proposed at the 2025 Third EGM to approve the deposit services under the New Financial Services Agreement and we recommend the Independent Shareholders to vote in favour of the resolution in this regard.

Yours faithfully,  
For and on behalf of  
**VBG Capital Limited**  
**Doris Sing**  
*Managing Director*

*Ms. Doris Sing is a licensed person and responsible officer of VBG Capital Limited registered with the Securities and Futures Commission to carry on Type 6 (advising on corporate finance) regulated activity under the SFO and has over 20 years of experience in corporate finance.*

*The following is the text of the report from Ernst & Young, for inclusion in this supplemental circular.*

25 November 2025

**The Directors**

**Aluminum Corporation of China Limited**

No. 62 North Xizhimen Street, Haidian District, Beijing

The People's Republic of China

**REPORT FROM REPORTING ACCOUNTANTS ON THE DISCOUNTED CASH FLOW  
FORECAST IN CONNECTION WITH THE EQUITY VALUATION OF YUNNAN YUNLV  
YONGXIN ALUMINUM INDUSTRY CO., LTD. AND YUNNAN YUNLYU RUNXIN ALUMINUM  
INDUSTRY CO., LTD.**

Dear Sirs,

We have been engaged to report on the arithmetical accuracy of the calculations of the discounted cash flow forecast (the “**Forecast**”) on which the valuation dated 19 November 2025 prepared by China United Assets Appraisal Group Co., Ltd. in respect of Yunnan Yunlv Yongxin Aluminum Industry Co., Ltd. and Yunnan Yunlyu Runxin Aluminum Industry Co., Ltd. as at 31 December 2024 is based. The valuation is set out in the announcement of Aluminum Corporation of China Limited (the “**Company**”) dated 25 November 2025 (the “**Announcement**”) in connection with 28.7425% equity interests in Yunnan Yunlv Yongxin Aluminum Industry Co., Ltd. and 27.3137% equity interests in Yunnan Yunlyu Runxin Aluminum Industry Co., Ltd. acquired by Yunnan Aluminium Co., Ltd. (a subsidiary of the Company). The valuation based on the Forecast is regarded by The Stock Exchange of Hong Kong Limited as a profit forecast under paragraph 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

**Directors’ responsibilities**

The directors of the Company (the “**Directors**”) are solely responsible for the Forecast. The Forecast has been prepared using a set of bases and assumptions (the “**Assumptions**”), the completeness, reasonableness and validity of which are the sole responsibility of the Directors. The Assumptions are set out in the section headed “Valuation Assumptions” of the valuation reports.

**Our Independence and Quality Control**

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 *Quality Management for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements* which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountants’ responsibilities**

Our responsibility is to express an opinion on the arithmetical accuracy of the calculations of the Forecast based on our work. The Forecast does not involve the adoption of accounting policies.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* issued by the HKICPA. This standard requires that we plan and perform our work to obtain reasonable assurance as to whether, so far as the arithmetical accuracy of the calculations are concerned, the Directors have properly compiled the Forecast in accordance with the Assumptions adopted by the Directors. Our work consisted primarily of checking the arithmetical accuracy of the calculations of the Forecast prepared based on the Assumptions made by the Directors. Our work is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Accordingly, we do not express an audit opinion.

We are not reporting on the appropriateness and validity of the Assumptions on which the Forecast are based and thus express no opinion whatsoever thereon. Our work does not constitute any valuation of the Target. The Assumptions used in the preparation of the Forecast include hypothetical assumptions about future events and management actions that may or may not occur. Even if the events and actions anticipated do occur, actual results are still likely to be different from the Forecast and the variation may be material. Our work has been undertaken for the purpose of reporting solely to you under paragraph 14.60A(2) of the Listing Rules and for no other purpose. We accept no responsibility to any other person in respect of our work, or arising out of or in connection with our work.

**Opinion**

Based on the foregoing, in our opinion, so far as the arithmetical accuracy of the calculations of the Forecast is concerned, the Forecast has been properly compiled in all material respects in accordance with the Assumptions adopted by the Directors.

*Certified Public Accountants*

Hong Kong

25 November 2025



*The following is the text of the letter dated 25 November 2025 from the Board which was prepared for inclusion in this supplemental circular.*

To: Listing Division  
The Stock Exchange of Hong Kong Limited  
12/F, Two Exchange Square  
8 Connaught Place, Central, Hong Kong

**Dear Sir/Madam,**

Company: Aluminum Corporation of China Limited\* (the “**Company**”)

Re: Profit forecast – confirmation letter under the requirements of Rule 14.60A(3) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”)

Reference is made to the announcement of the Company dated 25 November 2025 in relation to the valuation reports (the “**Valuation Reports**”) dated 19 November 2025 in respect of the valuation of total equity attributable to shareholders of Yunnan Yunlv Yongxin Aluminum Industry Co., Ltd.\* (雲南雲鋁湧鑫鋁業有限公司) and Yunnan Yunlv Runxin Aluminum Industry Co., Ltd.\* (雲南雲鋁潤鑫鋁業有限公司) prepared by China United Assets Appraisal Group Co., Ltd.\* (中聯資產評估集團有限公司) (the “**Valuer**”), respectively using the income approach.

The Board of the Company has reviewed the basis and assumptions of the aforesaid valuation and discussed the same with the Valuer. The Board of the Company has also considered the reports from Ernst & Young, the reporting accountants of the Company, on 25 November 2025 in relation to the arithmetical calculations and the compilation of the discounted forecasted cash flows upon which the Valuation Reports were based.

Pursuant to the requirements of Rule 14.60A(3) of the Hong Kong Listing Rules, the Board of the Company confirmed that the profit forecasts used in the aforesaid Valuation Reports have been made after due and careful enquiry.

*The Board of Directors*  
**Aluminum Corporation of China Limited\***

25 November 2025

## 1. RESPONSIBILITY STATEMENT

This supplemental circular includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this supplemental circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

## 2. DISCLOSURE OF INTERESTS

### Directors' and Chief Executive's Interests and Short Positions in the Shares, Underlying Shares and Debentures

Name	Position in the Company	Nature of interests	Number of A Shares held in the Company	Percentage in total issued A Shares of the Company
Jiang Tao	Executive Director and Vice General Manager	Beneficial owner Spouse's interests <sup>Note</sup>	230,000 4,000	0.00174% 0.00003%
Total	/	/	<u>234,000</u>	<u>0.00177%</u>

*Note:* Ms. Shi Biqiong, the spouse of Mr. Jiang Tao, directly held 4,000 A Shares of the Company. Pursuant to the SFO, Mr. Jiang Tao is deemed to be interested in the 4,000 A Shares of the Company held by Ms. Shi Biqiong.

Saved as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company or their respective associates had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are (a) required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (b) required to be recorded in the register kept by the Company pursuant to Section 352 of the SFO; or (c) required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

Mr. Mao Shiqing, being a Director of the Company, concurrently holds positions in Chinalco. Save as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive the Company or their respective associates concurrently served as a director or an employee of other company which had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

### 3. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, as far as the Directors are aware, there is no material adverse change in the financial or trading position of the Group since 31 December 2024, being the date to which the latest published audited accounts of the Company were made up.

### 4. EXPERT AND CONSENT

Each of the following experts has given and has not withdrawn its written consent to the issue of this supplemental circular with the inclusion herein of its letters and references to its name in the form and context in which it is included in this supplemental circular.

The followings are the qualifications of each expert who has provided its opinion or advice, which is contained in this supplemental circular:

Name	Qualification	Date of conclusion or opinion
VBG Capital	A licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO	4 December 2025
Ernst & Young Certified Public	Accountants, Hong Kong	25 November 2025
China United Appraisal	Qualified PRC valuer	19 November 2025

As at the Latest Practicable Date, none of the abovementioned experts was beneficially interested in the equity interest of any member of the Group nor did it have any right (whether legally enforceable or not) to subscribe for or to nominate other persons to subscribe for any shares, convertible securities, warrants, options or derivatives which carry voting rights in any member of the Group.

As at the Latest Practicable Date, none of the abovementioned experts had any direct or indirect interest in any assets which have been, since 31 December 2024, being the date to which the latest published audited accounts of the Company were made up, acquired or disposed of by or leased to, or were proposed to be acquired or disposed of by or leased to, any member of the Group.

## **5. SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had entered or was proposing to enter into any service contract with the Company or any other member of the Group, which is not terminable by the Group within one year without payment of compensation (other than statutory compensation).

## **6. DIRECTORS' INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any interest in any assets which have been since 31 December 2024 (being the date to which the latest published audited accounts of the Company were made up) acquired or disposed of by or leased to or were proposed to be acquired or disposed of by or leased to any member of the Group. As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which is significant in relation to the business of the Group.

## **7. DIRECTORS' INTERESTS IN COMPETING BUSINESS**

As at the Latest Practicable Date, none of the Directors or their respective close associates (as defined in the Hong Kong Listing Rules) had any interest in any businesses, other than being a Director, which compete or are likely to compete, either directly or indirectly, with the businesses of the Group (as would be required to be disclosed under Rule 8.10 of the Hong Kong Listing Rules if each of them was a controlling Shareholder).

## **8. MISCELLANEOUS**

- (1) The registered office of the Company is situated at No. 62 North Xizhimen Street, Haidian District, Beijing, the People's Republic of China.
- (2) The H Share registrar of the Company is Computershare Hong Kong Investor Services Limited situated at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The English text of this supplemental circular shall prevail over the Chinese text in the case of inconsistency unless otherwise specified.

**9. DOCUMENTS AVAILABLE FOR DISPLAY**

Copies of the following documents will be published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.chalco.com.cn>) from the date of this supplemental circular up to and including 18 December 2025:

- (1) the letter from the Independent Board Committee, the text of which is set out in this supplemental circular;
- (2) letters from VBG Capital, the text of which is set out in this supplemental circular;
- (3) the written consent of VBG Capital as referred to in this Appendix;
- (4) the initial agreements in relation to the Daily Continuing Connected Transactions, the Existing Supplementary Agreement and the New Supplementary Agreement;
- (5) the Existing Fixed Assets Lease Framework Agreement and the New Fixed Assets Lease Framework Agreement; and
- (6) the Existing Financial Services Agreement and the New Financial Services Agreement.

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## SUPPLEMENTAL NOTICE OF 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)

### SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

References are made to the notice (the “**Notice**”) and the circular (the “**Circular**”) of 2025 Third Extraordinary General Meeting (the “**EGM**”) of Aluminum Corporation of China Limited\* (the “**Company**”) dated 7 November 2025, which set out the time and venue of the EGM of the Company and contain the details of the resolutions to be proposed at the EGM for the consideration and approval of the shareholders (the “**Shareholders**”) of the Company.

Pursuant to the provisions of the Articles of Association of the Company, when a general meeting is held, the Shareholders who individually or together hold more than 1% of the Shares of the Company are entitled to put forward extraordinary proposals to the Company, pursuant to which, Aluminum Corporation of China\* (中國鋁業集團有限公司), the controlling Shareholder of the Company, who directly and indirectly holds approximately 33.55% of the Shares of the Company as at the date of this supplemental notice, put forward one extraordinary proposal and submitted it in writing to the convener of the EGM. According to the relevant provisions of relevant laws and regulations and the Articles of Association of the Company, the above-mentioned extraordinary proposal will be submitted at the EGM of the Company for consideration.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM, which will be convened at the Company’s conference room, No. 62 North Xizhimen Street, Haidian District, Beijing, the PRC at 2:00 p.m. on Monday, 22 December 2025, will consider, and if thought fit, pass the resolutions set out in the Notice as well as the following newly-added resolution proposed by Aluminum Corporation of China\* (中國鋁業集團有限公司), the controlling Shareholder of the Company (unless the context requires otherwise, terms used in this supplemental notice have the same meanings as defined in the Circular):

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## SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

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### ORDINARY RESOLUTION

1. To consider and approve the resolution in relation to the acquisition of minority equity interests in subsidiaries by Yunnan Aluminum.

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

Beijing, the PRC  
4 December 2025

\* *For identification purposes only*

*Notes:*

- (a) Details of the above-mentioned resolution are set out in the supplemental circular of the Company dated 4 December 2025.
- (b) The revised form of proxy of EGM (the “**Revised Form of Proxy of EGM**”) has been published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.chalco.com.cn](http://www.chalco.com.cn)).

**IMPORTANT NOTICE: The Revised Form of Proxy of EGM shall supersede the form of proxy of EGM published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.chalco.com.cn](http://www.chalco.com.cn)) on 6 November 2025 (the “Original Form of Proxy of EGM”). Shareholders who have duly completed and returned the Original Form of Proxy of EGM shall note that the Original Form of Proxy of EGM is no longer applicable to the EGM.**

Shareholders who intend to appoint a proxy to attend the EGM and vote on the resolutions set out in the Notice and this supplemental notice are requested to complete and return the Revised Form of Proxy of EGM 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 Revised Form of Proxy of EGM will not prevent you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

- (c) For particulars of other resolutions proposed at the EGM, eligibility for attending the EGM, registration procedures for attending the EGM, closure of register of members and other matters regarding the EGM, please refer to the Notice and Circular of the EGM of the Company dated 7 November 2025.