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**中国铝业股份有限公司**  
**ALUMINUM CORPORATION OF CHINA LIMITED\***

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 2600)

**ANNOUNCEMENT**  
**CONNECTED TRANSACTION**  
**ESTABLISHMENT OF A JOINT VENTURE**

Reference is made to the announcement of the Company dated 26 January 2024 in relation to, among others, the proposed establishment of the Joint Venture through joint capital contribution between the Company and Chinalco High-end Manufacturing. The Board announces that on 27 March 2024, the Company entered into the Capital Contribution Agreement with Chinalco High-end Manufacturing, pursuant to which both parties agreed to jointly contribute to the establishment of the Joint Venture. Upon the establishment of the Joint Venture, the Company and Chinalco High-end Manufacturing will hold 60% and 40% equity interests in the Joint Venture, respectively, and the Joint Venture will become a subsidiary of the Company and its financial results will be consolidated into the accounts of the Company.

As at the date of this announcement, Chinalco is the controlling Shareholder of the Company, and Chinalco High-end Manufacturing is a subsidiary of Chinalco. Therefore, Chinalco High-end Manufacturing is a connected person of the Company under the Hong Kong Listing Rules. As such, the transaction 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 transaction contemplated under the Capital Contribution Agreement exceeds 0.1% but is less than 5%, the transaction is subject to the reporting and announcement requirements but exempted from the independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

## 1. INTRODUCTION

Reference is made to the announcement of the Company dated 26 January 2024 in relation to, among others, the proposed establishment of the Joint Venture through joint capital contribution between the Company and Chinalco High-end Manufacturing. The Board announces that on 27 March 2024, the Company entered into the Capital Contribution Agreement with Chinalco High-end Manufacturing, pursuant to which both parties agreed to jointly contribute to the establishment of the Joint Venture. Upon the establishment of the Joint Venture, the Company and Chinalco High-end Manufacturing will hold 60% and 40% equity interests in the Joint Venture, respectively, and the Joint Venture will become a subsidiary of the Company and its financial results will be consolidated into the accounts of the Company.

## 2. CAPITAL CONTRIBUTION AGREEMENT

### (1) Date

27 March 2024

### (2) Parties

- (i) the Company; and
- (ii) Chinalco High-end Manufacturing.

### (3) Registered Capital of the Joint Venture and the Capital Contribution from Each of the Parties

Pursuant to the Capital Contribution Agreement, the registered capital of the Joint Venture is RMB480 million, and the amount of capital contributed from each of the parties to the Joint Venture, the method of capital contribution and the shareholding ratio of each of the parties in the Joint Venture are set out as follows:

Name of Shareholders	Registered Capital Subscribed <i>(RMB100 million)</i>	Shareholding Ratio	Method of Capital Contribution
The Company	2.88	60%	Cash
Chinalco High-end Manufacturing	1.92	40%	Cash
<b>Total</b>	<b>4.8</b>	<b>100%</b>	

The amount of capital contribution by each of the parties under the Capital Contribution Agreement was determined after arm's length negotiations among the parties taking into account a number of factors such as the ownership, working capital requirements and future development plans of the Joint Venture.

Each of the parties shall, within 30 working days after the establishment of the Joint Venture and the opening of a bank account, make a paid-in capital contribution of RMB10 million in proportion to shareholdings, and the remaining capital contribution of RMB470 million shall be paid up in full in two instalments by each of the parties in proportion to their respective shareholdings according to the project progress within one year after the feasibility study for the new project of the Joint Venture has been approved by the competent authority.

- (i) The first instalment: Within 15 working days after the approval of the feasibility study for the new project by the competent authority, each of the parties shall pay up the registered capital of RMB182 million in a lump sum, of which, the Company shall make a paid-in capital contribution of RMB109.2 million in cash, and Chinalco High-end Manufacturing shall make a paid-in capital contribution of RMB72.8 million in cash; and
- (ii) The second instalment: Within one year after the approval of the feasibility study for the new project by the competent authority, the Joint Venture shall issue a notice to each of the parties to pay the remaining capital contribution according to the project progress, and each of the parties shall pay up the registered capital of RMB288 million in a lump sum within 15 working days after receiving the notice, of which, the Company shall make a paid-in capital contribution of RMB172.8 million in cash, and Chinalco High-end Manufacturing shall make a paid-in capital contribution of RMB115.2 million in cash.

#### **(4) Scope of Business of the Joint Venture**

The scope of business of the Joint Venture will cover: smelting, melting, casting, rolling and processing of aluminum and trading of non-ferrous metals; import and export of goods and technology.

The above scope of business shall ultimately be subject to the approval of the registration authority of the Joint Venture, and the business activities, for which special approval is required in accordance with relevant national laws and administrative regulations, shall be carried out in accordance with the project and time period so approved.

**(5) Governance Structure of the Joint Venture**

The Joint Venture shall have a shareholders' general meeting, of which the terms of reference, convening and way of voting shall be subject to the provisions of the articles of association of the Joint Venture. The Joint Venture shall have a board of directors consisting of five directors, among which three are nominated by the Company by Chinalco High-end Manufacturing, all elected at the shareholders' general meeting. The board of directors shall have one chairman, who shall be a director nominated by the Company. The Joint Venture has no supervisory committee but shall have one supervisor nominated by the Company and elected by the shareholders' general meeting. The Joint Venture shall have one general manager nominated by Chinalco High-end Manufacturing, two deputy general managers nominated by Chinalco High-end Manufacturing and the Company respectively, and one chief financial officer nominated by the Company, all of whom shall be appointed by the board of directors.

**(6) Expenses to Be Borne for the Establishment of the Joint Venture**

The necessary expenses incurred during the establishment of the Joint Venture shall be paid in advance by each of the parties. Upon the successful establishment of the Joint Venture, necessary expenses incurred by each of the parties for the establishment of the Joint Venture shall be borne by the Joint Venture after its establishment. Upon the failure to the establishment of the Joint Venture, necessary expenses incurred during its establishment shall be borne by each of the parties. In the event that the Joint Venture fails to be established, each of the parties shall be jointly and severally liable to the creditors for the debts and expenses incurred due to the act of the establishment of the Joint Venture, provided that each capital contributor shall bear the liabilities separately in proportion to its capital contribution subscribed.

**(7) Profit Distribution of the Joint Venture**

If there are distributable profits after the Joint Venture offsets losses from after-tax profits and extracts 10% of the profits to be included in the statutory reserve, each of the parties may distribute net profits on an annual basis and in proportion to their respective shareholdings, with no less than 50% of distributable profits for the year in accordance with the articles of association and shareholders' agreement.

**(8) Effectiveness of the Agreement**

The Capital Contribution Agreement shall become effective from the date when it is signed by the legal representatives or authorised representatives of each of the parties and sealed with their respective official seals.

### **3. REASONS FOR AND BENEFITS OF THE TRANSACTION**

The Company and Chinalco High-end Manufacturing establish the Joint Venture to jointly develop and invest in the production line of flat ingots, for the purpose of rationally planning the downstream utilization of the Company's green aluminum. The Company and Chinalco High-end Manufacturing jointly build a green aluminum industry chain, aiming to create low-carbon and competitive high-end materials with a clear carbon footprint, which is beneficial for promoting green transformation of the Company's aluminum industry, leveraging the advantages of green aluminum, and enhancing the brand competitiveness and profitability of both parties.

The Directors (including the independent non-executive Directors) are of the view that the transaction contemplated under the Capital Contribution Agreement is on normal commercial terms, the terms as set out in such agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole, but is not in the ordinary or usual course of business of the Group due to the nature of such transaction.

### **4. IMPLICATIONS UNDER HONG KONG LISTING RULES**

As at the date of this announcement, Chinalco is the controlling Shareholder of the Company, and Chinalco High-end Manufacturing is a subsidiary of Chinalco. Therefore, Chinalco High-end Manufacturing is a connected person of the Company under the Hong Kong Listing Rules. As such, the transaction 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 transaction contemplated under the Capital Contribution Agreement exceeds 0.1% but is less than 5%, the transaction is subject to the reporting and announcement requirements but exempted from the independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

As Mr. Dong Jianxiong and Mr. Zhang Jilong, the Directors of the Company, concurrently hold positions in Chinalco, they have abstained from voting on the Board resolution with respect to the transaction. Saved as disclosed above, none of the Directors has any material interest in the transaction contemplated under the Capital Contribution Agreement and therefore none of the other Directors has abstained from voting on such Board resolution.

## **5. 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 Company 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 date of this announcement, both the Company and Chinalco High-end Manufacturing are 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.

## **Information on Chinalco High-end Manufacturing**

Chinalco High-end Manufacturing is a joint stock company incorporated in the PRC with limited liability and is a subsidiary of Chinalco as at the date of this announcement, whose principal businesses include the production and sale of metal material products, products and components such as aluminum and aluminum alloy, magnesium alloy, titanium alloy, high-temperature alloy and aluminum-based composite materials; contract processing; development, construction and operation of non-ferrous metal material manufacturing projects, etc. As at the date of this announcement, Chinalco, Chongqing Aluminum Industry Development and Investment, Yunnan Aluminum and the Company hold 60.53%, 30.31%, 7.01% and 2.14% equity interests in Chinalco High-end Manufacturing, respectively. As at the date of this announcement, Chongqing Aluminum Industry Development and Investment is owned as to 67%, 13%, 10% and 10% by Chongqing State-owned Assets Supervision and Administration Commission, Chongqing Yulong Asset Management (Holdings) Limited\* (重慶渝隆資產經營(集團)有限公司) (100% owned by Chongqing Jiulongpo District State-owned Assets Supervision and Administration Commission, mainly engaged in the state-owned assets investment, asset management and other businesses), Chongqing Jiulongyuan High-Tech Industry Group Company Limited\* (重慶九龍園高新產業集團有限公司) (ultimately and de facto controlled by Chongqing Jiulongpo District State-owned Assets Supervision and Administration Commission, mainly engaged in land consolidation, and the research, development, technical consultation and transfer of achievements of new products such as mechanical and electrical, biochemical, environmental protection, electronic products, communication equipment, etc.) and Chongqing Jiulong Peninsula Property Management Co., Ltd.\* (重慶九龍半島開發建設有限公司) (100% owned by Chongqing Yulong Asset Management (Holdings) Limited, mainly engaged in the development, construction, investment and operation, management services, ecological restoration and ecological protection services, etc. of Chongqing Jiulong Peninsula), respectively.

## 6. DEFINITIONS

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

“A Share(s)”	the RMB ordinary share(s) issued by the Company and subscribed for in RMB, which are listed on the Shanghai Stock Exchange;
“Board”	the board of Directors of the Company;
“Capital Contribution Agreement”	the capital contribution agreement dated 27 March 2024 entered into between the Company and Chinalco High-end Manufacturing, pursuant to which the parties agreed to jointly contribute capital for the establishment of the Joint Venture;
“Chinalco”	Aluminum Corporation of China* (中國鋁業集團有限公司), a wholly state-owned enterprise established in the PRC and the controlling Shareholder of the Company, holding directly and indirectly approximately 32.42% of the total issued share capital of the Company as at the date of this announcement;
“Chinalco High-end Manufacturing”	Chinalco High-end Manufacturing Co., Ltd.* (中國鋁業集團高端製造股份有限公司), a joint stock company incorporated in the PRC with limited liability and a subsidiary of Chinalco as at the date of this announcement;
“Chongqing Aluminum Industry Development and Investment”	Chongqing Aluminum Industry Development and Investment Group Co., Ltd.* (重慶鋁產業開發投資集團有限公司), a limited liability company incorporated in the PRC;
“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;



“connected person(s)”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“H Share(s)”	the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and subscribed for in Hong Kong dollars;
“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;
“Joint Venture”	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) (tentative name, subject to the final approval by the industry and commerce registration authority), a limited liability company to be incorporated in the PRC pursuant to the Capital Contribution Agreement;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	A Share(s) and H Share(s);
“Shareholder(s)”	holder(s) of A Share(s) and holder(s) of H Share(s);

“subsidiary(ies)”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;
“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 Shenzhen Stock Exchange (stock code: 000807), and a subsidiary of the Company as at the date of this announcement; and
“%”	per cent.

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

Beijing, the PRC  
27 March 2024

*As at the date of this announcement, the members of the Board comprise Mr. Dong Jianxiong, Mr. Zhu Runzhou, Mr. Ou Xiaowu and Mr. Jiang Tao (Executive Directors); Mr. Zhang Jilong and Mr. Chen Pengjun (Non-executive Directors); Mr. Qiu Guanzhou, Mr. Yu Jinsong and Ms. Chan Yuen Sau Kelly (Independent Non-executive Directors).*

\* *For identification purpose only*