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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
CAPITAL CONTRIBUTION TO SHANDONG ENGINEERING

The Board hereby announces that, on 15 October 2024, Chalco Shandong entered into the Capital Contribution Agreement with Chalieco and Shandong Engineering, pursuant to which Chalieco and Chalco Shandong agreed to make their capital contribution to Shandong Engineering by a total amount of RMB500 million in cash, with Chalieco contributing RMB300 million and Chalco Shandong contributing RMB200 million. Before and after the Capital Contribution, the shareholdings of Shandong Engineering held by Chalieco and Chalco Shandong remain unchanged at 60% and 40%, respectively. Upon completion of the Capital Contribution, the registered capital of Shandong Engineering will be increased to RMB774.6070 million.

As at the date of this announcement, Chalco Shandong is a wholly-owned subsidiary of the Company, Chinalco is the controlling shareholder of the Company, and Chalieco and Shandong Engineering are subsidiaries of Chinalco. Therefore, Chalieco and Shandong Engineering are connected persons of the Company under the Hong Kong Listing Rules. Thus, the Capital Contribution 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 Capital Contribution exceeds 0.1% but is less than 5%, the transaction is subject to reporting and announcement requirements but exempt from independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

1. INTRODUCTION

The Board hereby announces that, on 15 October 2024, Chalco Shandong entered into the Capital Contribution Agreement with Chalieco and Shandong Engineering, pursuant to which Chalieco and Shandong Engineering agreed to make their capital contribution to Shandong Engineering by a total amount of RMB500 million in cash, with Chalieco contributing RMB300 million and Chalco Shandong contributing RMB200 million. Before and after the Capital Contribution, the shareholdings of Shandong Engineering held by Chalieco and Chalco Shandong remain unchanged at 60% and 40%, respectively. Upon completion of the Capital Contribution, the registered capital of Shandong Engineering will be increased to RMB774.6070 million.

2. CAPITAL CONTRIBUTION AGREEMENT

(1) Date

15 October 2024

(2) Parties

- (i) Chalieco (being an existing shareholder of Shandong Engineering, holding 60% equity interests in Shandong Engineering prior to the Capital Contribution, and also an investor in the Capital Contribution);
- (ii) Chalco Shandong (being an existing shareholder of Shandong Engineering, holding 40% equity interests in Shandong Engineering prior to the Capital Contribution, and also an investor in the Capital Contribution); and
- (iii) Shandong Engineering.

(3) Capital Contribution

Pursuant to the Capital Contribution Agreement, Chalieco and Chalco Shandong agreed to make their capital contribution to Shandong Engineering by a total amount of RMB500 million in cash, with Chalieco contributing RMB300 million and Chalco Shandong contributing RMB200 million. Before and after the Capital Contribution, the shareholdings of Shandong Engineering held by Chalieco and Chalco Shandong remain unchanged at 60% and 40%, respectively.

The amount of capital contribution under the Capital Contribution Agreement was determined after arm's length negotiations between the parties, taking into account various factors including the capital requirements and future development plans of Shandong Engineering.

The following table sets out the capital contribution structure of Shandong Engineering before and after the Capital Contribution.

Name of Shareholders	Capital contribution structure before the Capital Contribution		Capital contribution structure after the Capital Contribution	
	Amount of contribution	Shareholding ratio	Amount of contribution	Shareholding ratio
	<i>RMB0'000</i>	%	<i>RMB0'000</i>	%
Chalieco	16,476.42	60	46,476.42	60
Chalco Shandong	10,984.28	40	30,984.28	40
Total	<u>27,460.70</u>	<u>100</u>	<u>77,460.70</u>	<u>100</u>

(4) Payment and Completion

Chalieco and Chalco Shandong shall pay the full amount of capital contribution of RMB300 million and RMB200 million, respectively, to the designated account of Shandong Engineering within 10 business days after the Capital Contribution Agreement becomes effective as agreed therein.

Shandong Engineering shall complete the business change registration (filing) procedures for the Capital Contribution within 30 days after the Capital Contribution Agreement becomes effective.

(5) Effectiveness of the Agreement

The Capital Contribution Agreement shall become effective upon signing and affixing with an official seal or a contract seal by the legal representatives of the parties or their authorized representatives.

3. INFORMATION ON SHANDONG ENGINEERING

Shandong Engineering, a company incorporated in the PRC with limited liability, is a subsidiary of Chalieco before and after the Capital Contribution, and is principally engaged in the businesses of engineering consultation and design, engineering construction, general engineering contracting, mechanical equipment manufacturing and industrial automation.

According to the financial report of Shandong Engineering prepared in accordance with the China Accounting Standards for Business Enterprises, the carrying values of the total assets and net assets of Shandong Engineering as at 31 December 2023 were RMB702.0634 million and RMB-285.4328 million, respectively. According to the financial report of Shandong Engineering prepared in accordance with the China Accounting Standards for Business Enterprises, the net loss (before and after taxes and non-recurring items) of Shandong Engineering for the financial years ended 31 December 2022 and 31 December 2023 is set out as follows:

	For the year ended 31 December 2022 (RMB0'000) (Audited)	For the year ended 31 December 2023 (RMB0'000) (Audited)
Net loss before taxes and non-recurring items	12,343.64	42,035.84
Net loss after taxes and non-recurring items	12,117.26	43,550.93

4. REASONS FOR AND BENEFITS OF THE CAPITAL CONTRIBUTION

Shandong Engineering is an important part of the Company's efforts to build a world-class medium-to-high-end base for refined alumina. It gives full play to its advantages in the "design, manufacturing and construction" system to focus on the development of the refined alumina industry and provide important support for Chalco Shandong to build a medium-to-high-end base for refined alumina. The Capital Contribution will serve to full play to the synergistic effect of the industrial chain, optimize the capital structure of Shandong Engineering, facilitate its healthy development, continuously enhance its capabilities in scientific and technological innovation and R&D, and provide quality services for the upgrading of the refined alumina industry of Chalco Shandong, thus maintaining the leading edge of the Company's refined alumina products in the industry, enhancing the competitiveness of its products, and boosting the high quality development of the refined alumina industry.

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

5. IMPLICATIONS UNDER HONG KONG LISTING RULES

As at the date of this announcement, Chalco Shandong is a wholly-owned subsidiary of the Company, Chinalco is the controlling shareholder of the Company, and Chalico and Shandong Engineering are subsidiaries of Chinalco. Therefore, Chalico and Shandong Engineering are connected persons of the Company under the Hong Kong Listing Rules. Thus, the Capital Contribution 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 Capital Contribution exceeds 0.1% but is less than 5%, the transaction is subject to reporting and announcement requirements but exempt from independent shareholders' approval requirement under Chapter 14A of the Hong Kong Listing Rules.

As Mr. Shi Zhirong, being the Director of the Company, concurrently holds positions in Chinalco, he has 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 Capital Contribution and therefore no other Directors has abstained from voting on such Board resolution.

6. 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 Chalco Shandong

Chalco Shandong is a limited liability company incorporated in the PRC. As at the date of this announcement, Chalco Shandong is a wholly-owned subsidiary of the Company and is principally engaged in production and sales of alumina, aluminum hydroxide and refined alumina, etc.

Information on Shandong Engineering

Please refer to the section headed “3. INFORMATION ON SHANDONG ENGINEERING” in this announcement for information on the Shandong Engineering.

Information on Chalieco

Chalieco is a joint stock limited company incorporated in the PRC, with its A shares and H shares listed on the Shanghai Stock Exchange (stock code: 601068) and the Hong Kong Stock Exchange (stock code: 02068), respectively. As at the date of this announcement, Chalieco is a subsidiary of Chinalco and is principally engaged in the businesses of engineering survey, design and consultancy, engineering and construction contracting and equipment manufacturing.

Information on Chinalco

As at the date of this announcement, the Company, Chalco Shandong, Shandong Engineering and Chalieco are all subsidiaries of Chinalco. Chinalco is a wholly state-owned enterprise incorporated in the PRC and is primarily engaged in the businesses of development of mineral resources, smelting and processing of non-ferrous metal, relevant trading and engineering technology.

7. DEFINITIONS

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

“Board”	the board of Directors of the Company;
“Capital Contribution”	the capital contribution of a total of RMB500 million to be made by Chalieco and Chalco Shandong to Shandong Engineering in cash under the Capital Contribution Agreement;
“Capital Contribution Agreement”	the capital contribution agreement entered into among Chalco Shandong, Chalieco and Shandong Engineering on 15 October 2024, pursuant to which Chalieco and Chalco Shandong agreed to make a capital contribution of a total of RMB500 million to Shandong Engineering in cash;
“Chalco Shandong”	Chalco Shandong Co., Ltd.* (中鋁山東有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company as at the date of this announcement;
“Chalieco”	China Aluminum International Engineering Corporation Limited, 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, and a subsidiary of Chinalco as at the date of this announcement;
“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;
“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 Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shandong Engineering”	Chinalco Shandong Engineering Technology Co., Ltd.* (中鋁山東工程技術有限公司), a company incorporated in the PRC with limited liability, and a subsidiary of Chinalco as at the date of this announcement;
“subsidiary(ies)”	has the same meaning ascribed thereto under the Hong Kong Listing Rules; and
“%”	per cent.

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

Beijing, the PRC
15 October 2024

As at the date of this announcement, the members of the Board comprise Mr. Shi Zhirong, Mr. Ou Xiaowu and Mr. Jiang Tao (Executive Directors); Mr. Chen Pengjun (Non-executive Director); Mr. Qiu Guanzhou, Mr. Yu Jinsong and Ms. Chan Yuen Sau Kelly (Independent Non-executive Directors).

* For identification purposes only