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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 TRANSACTIONS**  
**PARTICIPATION IN THE EQUITY REFORM OF CHINALCO**  
**INSTITUTE OF SCIENCE**

Reference is made to the announcement of the Company dated 18 December 2023 in relation to, among other things, the Company's proposed participation in the equity reform of Chinalco Institute of Science. The Board announces that on 28 December 2023, the Company entered into the Equity Transfer Agreement with Chinalco, pursuant to which, Chinalco agreed to transfer and the Company agreed to acquire 20% equity interests in Chinalco Institute of Science. On the same date, Chinalco, the Company, China Copper and Chinalco Institute of Science entered into the Capital Contribution Agreement, pursuant to which, Chinalco, the Company and China Copper agreed to make a capital contribution to Chinalco Institute of Science with the amount of RMB200 million, RMB400 million and RMB400 million, respectively. Upon completion of the aforesaid equity transfer and capital contribution, Chinalco, the Company and China Copper will hold 47.62%, 26.19% and 26.19% equity interests in Chinalco Institute of Science, respectively, and Chinalco Institute of Science will not become a subsidiary of the Company, and its financial results will not be consolidated into the accounts of the Company.

As at the date of this announcement, Chinalco is the controlling Shareholder of the Company, China Copper and Chinalco Institute of Science are the subsidiaries of Chinalco, and hence Chinalco, China Copper and Chinalco Institute of Science are connected persons of the Company under the Hong Kong Listing Rules. As such, the transactions constitute connected transactions 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 transactions contemplated under the Equity Transfer Agreement and the Capital Contribution Agreement exceeds 0.1% but is less than 5%, the transactions are 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 18 December 2023 in relation to, among other things, the Company's proposed participation in the equity reform of Chinalco Institute of Science. The Board announces that on 28 December 2023, the Company entered into the Equity Transfer Agreement with Chinalco, pursuant to which, Chinalco agreed to transfer and the Company agreed to acquire 20% equity interests in Chinalco Institute of Science. On the same date, Chinalco, the Company, China Copper and Chinalco Institute of Science entered into the Capital Contribution Agreement, pursuant to which, Chinalco, the Company and China Copper agreed to make a capital contribution to Chinalco Institute of Science with the amount of RMB200 million, RMB400 million and RMB400 million, respectively. Upon completion of the aforesaid equity transfer and capital contribution, Chinalco, the Company and China Copper will hold 47.62%, 26.19% and 26.19% equity interests in Chinalco Institute of Science, respectively, and Chinalco Institute of Science will not become a subsidiary of the Company, and its financial results will not be consolidated into the accounts of the Company.

## **2. EQUITY TRANSFER AGREEMENT**

### **(1) Date**

28 December 2023

### **(2) Parties**

- (i) the Company; and
- (ii) Chinalco.

**(3) Nature of the Transaction**

Pursuant to the Equity Transfer Agreement, Chinalco agreed to transfer and the Company agreed to acquire 20% equity interests in Chinalco Institute of Science. Upon completion of the aforesaid equity transfer, the Company will hold 20% equity interests in Chinalco Institute of Science.

**(4) Transfer Price and Payment**

The consideration for the transfer is RMB446,581,380, which was determined after arm's length negotiations between both parties with reference to the appraised value of net assets in Chinalco Institute of Science as set out in the valuation report prepared by Shanghai Lixin using the income approach with 31 December 2022 as the Valuation Benchmark Date.

The transfer price shall be remitted by the Company to the designated account of Chinalco in a lump sum before 31 January 2024.

**(5) Completion**

Within 30 working days after the signing of the Equity Transfer Agreement, Chinalco shall procure Chinalco Institute of Science to go through the registration procedures with the registration authority for the change of equity interests in Chinalco Institute of Science as soon as possible, and the Company shall provide necessary assistance and cooperation. The date when the registration authority completes the equity change registration shall be deemed to be the date when the transaction is completed.

**(6) Arrangements in the Transition Period**

During the Transition Period of the Equity Transfer Agreement, Chinalco shall have bona fide management obligations in respect of Chinalco Institute of Science and its assets. Chinalco shall ensure and facilitate the normal operation of Chinalco Institute of Science and shall promptly notify the Company of any material adverse effect on Chinalco Institute of Science during the Transition Period and deal with it in an appropriate manner.

During the Transition Period of the Equity Transfer Agreement, Chinalco and Chinalco Institute of Science shall not impose any liabilities or obligations which are not within the valuation report on Chinalco Institute of Science, transfer or waive any rights, or dispose of any assets of Chinalco Institute of Science, except for that which is within the normal scope of business of Chinalco Institute of Science.

During the Transition Period of the Equity Transfer Agreement and prior to the Completion Date, the gains and losses of the relevant assets of Chinalco Institute of Science shall be borne by Chinalco.

**(7) Effectiveness of the Agreement**

The Equity Transfer Agreement shall become effective upon signed by the legal representatives (or authorised representatives) and sealed by company seals (or contractual seals) of both parties to the agreement.

**3. CAPITAL CONTRIBUTION AGREEMENT**

**(1) Date**

28 December 2023

**(2) Parties**

- (i) the Company;
- (ii) Chinalco;
- (iii) China Copper; and
- (iv) Chinalco Institute of Science.

**(3) Capital Contribution**

Chinalco, the Company and China Copper agreed to make a capital contribution of RMB200 million, RMB400 million and RMB400 million in cash to Chinalco Institute of Science, respectively, based on the terms of the Capital Contribution Agreement.

Chinalco, the Company and China Copper confirmed that the value of shareholders' total equity of Chinalco Institute of Science shall be determined based on the appraised value of the net assets of Chinalco Institute of Science, amounted to RMB2,232,906,900, which is set out in the valuation report prepared by Shanghai Lixin using the income approach with 31 December 2022 as the Valuation Benchmark Date. The capital contribution amount of each party under the Capital Contribution Agreement is determined with reference to the capital needs and future development plans of Chinalco Institute of Science and other factors and after arm's length negotiation.

The shareholding structures of Chinalco Institute of Science before and after the capital contribution are set out in the following table.

Shareholders	Before the capital contribution <sup>Note</sup>			After the capital contribution		
	Registered capital (RMB)	Capital reserve (RMB)	Shareholding proportion (%)	Registered capital (RMB)	Capital reserve (RMB)	Shareholding proportion (%)
Chinalco	500,131,560.00	769,450,228.812	60%	574,792,317.24	894,789,471.572	47.62%
The Company	166,710,520.00	256,483,409.604	20%	316,032,034.48	507,161,895.124	26.19%
China Copper	166,710,520.00	256,483,409.604	20%	316,032,034.48	507,161,895.124	26.19%
<b>Total</b>	<b>833,552,600.00</b>	<b>1,282,417,048.02</b>	<b>100%</b>	<b>1,206,856,386.20</b>	<b>1,909,113,261.82</b>	<b>100%</b>

*Note:* On 28 December 2023, Chinalco entered into an equity transfer agreement with the Company and China Copper, respectively, pursuant to which, Chinalco transferred 20% and 20% equity interests in Chinalco Institute of Science to the Company and China Copper, respectively.

#### (4) Payment

Before 31 January 2024, Chinalco, the Company and China Copper shall pay RMB40 million, RMB80 million and RMB80 million to the designated bank account of Chinalco Institute of Science, respectively. Before 31 December 2024, Chinalco, the Company and China Copper shall pay RMB80 million, RMB160 million and RMB160 million to the designated bank account of Chinalco Institute of Science, respectively. Before 31 December 2025, Chinalco, the Company and China Copper shall pay RMB80 million, RMB160 million and RMB160 million to the designated bank account of Chinalco Institute of Science, respectively.

#### (5) Completion

Chinalco Institute of Science shall complete the registration procedures for industrial and commercial changes in respect of the capital contribution with the market regulation departments and obtain a new business licence within 30 days from the date of signing the Capital Contribution Agreement. The completion date of the capital contribution will be the date on which Chinalco Institute of Science completes the registration procedures for industrial and commercial changes of shareholders and the parties have made full payment of the registered capital (whichever is later). In the event that there is a time gap between the full payment of registered capital, the date on which the registered capital is paid up in full by the last party shall prevail.

## **(6) Corporate Governance Structure**

After the capital contribution, all shareholders of Chinalco Institute of Science will enjoy rights and bear obligations in proportion to their shareholdings in accordance with the Company Law of the People's Republic of China, other laws, regulations, departmental rules and the articles of association. The board of directors of Chinalco Institute of Science consists of five directors, two of whom shall be nominated by Chinalco, one nominated by the Company, one nominated by China Copper and one is an employee director. The board of directors has a chairman, who shall be the candidate recommended by Chinalco. Other senior executives such as general manager and deputy general manager shall be recommended by Chinalco and appointed or dismissed by the board of directors. Chinalco Institute of Science does not have a supervisory committee but has one supervisor nominated by Chinalco.

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

This agreement shall become effective on the date when it is signed by the legal representatives (or authorised representatives) and sealed by company seals (or contractual seals) of all parties to the agreement.

## **4. FURTHER INFORMATION ON THE VALUATION**

### **(1) Valuation Approaches**

Shanghai Lixin has adopted the asset-based approach and income approach, respectively, to appraise the value of the net assets of Chinalco Institute of Science as at the Valuation Benchmark Date (i.e. 31 December 2022), of which the appraisal value of RMB2,221,480,000 was arrived at in accordance with the asset-based approach, and the appraisal value of RMB2,232,906,900 was arrived at in accordance with the income approach.

Taking into account the current market environment of Chinalco Institute of Science and the reliability of the forecast data, and in conjunction with the purpose of the valuation, Shanghai Lixin has considered the quality of the data of the different approaches and concluded the valuation result by adopting the income approach.

## **(2) Assumptions for Valuation**

### ***Basic Assumptions***

- (i) Going concern assumption: It is assumed that the appraised assets of Chinalco Institute of Science will continue to be used in accordance with the original purpose and method of use, and continue to produce the original products or similar products after the purpose of valuation is achieved. The operating conditions such as the supply and sales model of the enterprise and the profit distribution with related enterprises will remain unchanged.
- (ii) Open market assumption: It is assumed that the assets can be freely traded in a fully competitive market, and the price depends on the judgment of independent buyers and sellers on the value of the assets under normal supply situation of the market. An open market is a fully competitive market with many buyers and sellers. In this market, both buyers and sellers are treated equally and have the opportunity and time to obtain sufficient market information, and the transaction activities between buyers and sellers are conducted on a voluntary, rational, and not mandatory or unrestricted basis.
- (iii) Transaction assumption: The source of value of any asset is inseparable from transaction. Whether or not the appraised assets are involved in a transaction in the economic activity related to the purpose of valuation, it is assumed that the valuation target is in the course of transaction, and the valuer conducts valuation based on simulated market such as the transaction conditions of the assets to be appraised.

### ***General Assumptions***

- (i) The industry in which Chinalco Institute of Science operates has maintained a stable development trend, and there is no material change in the existing national and local laws, regulations, systems and social, political and economic policies followed by Chinalco Institute of Science;
- (ii) The impact of inflation on the valuation result is not considered;
- (iii) Interest rates and exchange rates remain at the current level with no significant changes;
- (iv) There is no material adverse impact caused by other force majeure and unforeseeable factors.



### ***Specific Assumptions***

- (i) There will be no change of the use of the assets of Chinalco Institute of Science after the Valuation Benchmark Date and the assets will remain in use;
- (ii) The current and future operators of Chinalco Institute of Science are responsible and its management is able to steadily advance growth plans to the best of its ability to achieve the projected business dynamics;
- (iii) Chinalco Institute of Science is in compliance with relevant national laws and regulations, without committing significant violation that prejudices its development and profit realization;
- (iv) The accounting policies adopted in the financial information and the accounting policies adopted in revenue forecasts provided by Chinalco Institute of Science over the years are generally consistent in material respects;
- (v) After the purpose of valuation is realized, Chinalco Institute of Science will continue to operate under the existing business model, continue to operate with the original products or similar products, and the operating conditions such as its supply and sales model and the profit distribution with related enterprises will remain unchanged;
- (vi) There are even cash inflows and outflows of annual income and expenditure;
- (vii) As at the Valuation Benchmark Date, Phase I of the Future Science City project included in the scope of the valuation has been completed and put into operation and the final accounts of completed project have not yet been finalized; Phase II project 1-5# has not yet been put into operation; and Phase III project has not yet commenced construction, which is expected to commence in January 2025 and be completed in December 2026. It is assumed that the Phase III project will be put into operation in a normal manner in accordance with Chinalco Institute of Science's estimated commencement and completion dates, and assumed that there will not be any significant change in the final settlement amounts of the Phase I, II and III projects as compared with the amounts currently estimated by Chinalco Institute of Science;



(viii) Pursuant to the Council Membership Agreement of the Central Research Institute of Aluminum Corporation of China entered into among Chinalco Institute of Science, Chinalco, the Company, China Copper, Chinalco High-end Manufacturing Co., Ltd.\* (中國鋁業集團高端製造股份有限公司), China Aluminum International Engineering Corporation Limited\* (中鋁國際工程股份有限公司), Chinalco Environmental Protection and Energy Saving Group Co., Ltd.\* (中鋁環保節能集團有限公司) and Chinalco Intelligent Technology Development Co., Ltd.\* (中鋁智能科技發展有限公司), respectively, in June 2021, each of the related companies voluntarily joined the Council of the Central Research Institute as a member of the Council, with a term of the agreement from the date of the signing of the agreement to 31 December 2025, and the valuation assumed that this agreement could be renewed in a normal manner upon the expiration.

### (3) Calculation Formula under the Income Approach

The discounted cash flow method (DCF) is adopted in the valuation of the enterprise's operating assets. The earnings caliber is free cash flow of the firm (FCFF), and the discount rate adopts the WACC model correspondingly. The basic formula is as follows:

Value of total equity (net assets) of shareholders = Overall value of the enterprise – Interest-bearing debts (referring to the debts that are interest-bearing on the book as at the Valuation Benchmark Date)

Overall value of the enterprise = Value of operating assets + Value of surplus assets + Value of non-operating assets

Where, the value of operating assets is determined based on the following formula:

$$P = \sum_{i=1}^n \frac{F_i}{(1+r)^i}$$

P: value of operating assets; r: discount rate; i: forecast year; Fi: net cash flow in Year i; n: last year of the forecast period.

## ***Revenue Period***

The Valuation Benchmark Date for the valuation is 31 December 2022. Based on the operating conditions of Chinalco Institute of Science and the purpose of the valuation, a detailed forecast for the period from 2023 to 2027 has been applied and it is assumed that the operating results of Chinalco Institute of Science for the years after 2027 will be basically stabilized at the level of 2027 in the forecast period.

## ***Income Forecast***

The major operating incomes of Chinalco Institute of Science are incomes from scientific research project management services and property leasing, while other operating incomes are property management fees. Future income forecasts are mainly based on the historical income trend of the enterprise, analysis of the enterprise's operating market and the enterprise's future development plans. The historical annual incomes from property leasing and property management fee of Chinalco Institute of Science are leasing income generated from Phase I buildings and building 6-7# of Phase II of the Future Science City project. As Chinalco Institute of Science is the Central Research Institute mainly engaged in scientific research and development of non-ferrous metals industry, the leasing income and property management fee income from the relevant assets are not its main business. As this portion of the assets as a whole will be considered as a group of surplus assets to be added back, such portion of income is no longer forecasted separately in the income forecast for future years. For the income from scientific research project management services, which is essentially income from the Council membership fee, pursuant to the Council Membership Agreement of the Central Research Institute of Chinalco entered into among Chinalco Institute of Science, Chinalco, the Company, China Copper, Chinalco High-end Manufacturing Co., Ltd.\* (中國鋁業集團高端製造股份有限公司), China Aluminum International Engineering Corporation Limited\* (中鋁國際工程股份有限公司), Chinalco Environmental Protection and Energy Saving Group Co., Ltd.\* (中鋁環保節能集團有限公司) and Chinalco Intelligent Technology Development Co., Ltd.\* (中鋁智能科技發展有限公司), respectively, in June 2021, each of the related companies voluntarily joined the Council of the Central Research Institute as a member of the Council, with a term of the agreement from the date of the signing of the agreement to 31 December 2025. Each of the related companies shall pay its membership fee on an annual basis. In 2021, the membership fee was paid based on the amount explicitly agreed in the agreement signed by each of the companies, and from 2022 onwards, the membership fee has been collected by Chinalco Institute of Science from each member based on the amount approved by the Council in accordance with the membership fee payment

mechanism stipulated in the articles of association of the Council. The total tax-inclusive amount of the membership fee of each member approved by the Council for 2022 is RMB30 million, and the tax-exclusive amount is RMB28.3019 million. Due to the uncertainty of the approved amount of the Council membership fees for the future years, in the valuation, the forecasts for the future years were carried out tentatively based on the amount of the membership fee for 2022.

### ***Forecast of Taxes and Surcharges***

Taxes and surcharges of Chinalco Institute of Science mainly include value-added tax, urban maintenance and construction tax and education surcharges. The value-added tax rate for enterprises is 6%; urban maintenance and construction tax is 5%; education surcharge is 5%; and the stamp duty is 0.03%. Taxes and surcharges under the valuation are forecasted at the actual tax rate policies implemented by the enterprise.

### ***Forecast of Administrative Expenses***

Administrative expenses mainly include staff salaries, depreciation charges, amortisation costs, utilities, repairs costs and property management fees. Each administrative expense under the valuation is forecasted as follows:

Staff salaries: As communicated with the management, staff salaries are mainly related to performance. The enterprise estimates the number of staff for future years based on the expected number of personnel, taking into account the historical unit labor costs and wage increases resulting from national economic development. A certain growth rate is considered in the calculation of the unit labor costs for future years.

For depreciation and amortization, it is forecasted based on the fixed assets and intangible assets used by the enterprise on the Valuation Benchmark Date and in combination with the enterprise's depreciation and amortization accounting policies. For future capital expenditures, depreciation shall be provided in accordance with the accounting policy currently implemented by the enterprise at the estimated time of conversion into fixed assets.

For utilities, repairs costs etc., they are all related to the property leasing business. As the assets related to the property leasing have been considered as surplus assets in this valuation, no forecast is made to these expenses.

For travel expenses, office expenses, etc. in the variable expenses, the forecast is made based on the analysis of actual incurrence of expenses in the enterprise in previous years and the reasonableness of the expenses incurred for future years.

### ***Forecast of Income Taxes***

The effective income tax rate for Chinalco Institute of Science is 25%, therefore, the income tax rate under the valuation is forecasted at 25%.

### ***Forecast of Depreciation and Amortisation***

The depreciation and amortisation under the valuation are forecasted using the straight-line method based on the current depreciation or amortization period and residual value rate of the enterprise.

### ***Forecast of Working Capital***

For the forecast of additional amount of working capital in this valuation, additional working capital refers to the additional cash invested by the enterprise for normal production without changing the current main business conditions, namely the additional working capital required to maintain the enterprise's continuing operation.

Generally speaking, the minimum cash on hand for a company shall be no less than one month's out-of-pocket cost. Based on the actual operating situation of the enterprise, one month's out-of-pocket cost is determined as the minimum cash on hand in this valuation.

Additional amount of working capital defined in the valuation report is:

Additional amount of working capital = Current working capital – Previous working capital

Among them:

Working capital = Operating cash – Accounts payable

Accounts payable = Total operating costs/accounts payable turnover rate

Among them, accounts payable mainly include staff salaries payable, taxes payable, and other accounts payable related to operation and production.

### ***Discount Rate***

In accordance with the principle of consistency between the basis used for income amount and that for the discount rate, for the purpose of this valuation, the income amount is valued on the basis of free cash flow of the firm, and the weighted average cost of capital (WACC) is adopted as the basis for the discount rate. The formula is as follows, and the discount rate under the valuation is forecasted at 10.21%.

$$WACC=R_e \times \frac{E}{D+E} + R_d \times (1-T) \times \frac{D}{D+E}$$

Re: expected rate of return on equity, being 12.53%; Rd: expected rate of return on debts, being 4.30%; E: value of equity, being 75.11%; D: value of debts, being 24.89%; T: income tax rate, being 25%.

Where, the expected rate of return on equity (Re) is calculated using the capital assets pricing model (CAPM) with the formula as follows:

$$R_e=R_f+\beta \times (R_m-R_f)+\varepsilon$$

Rf: risk-free interest rate, being 2.87%;  $\beta$ : adjustment factor for systemic risk of equity, being 1.0262; (Rm -Rf): market risk premium, being 6.49%, where Rm being the rate of market return;  $\varepsilon$ : specific risk premium rate, being 3%.

#### **(4) Opinions of the Board**

The Board has discussed and reviewed the valuation report with Shanghai Lixin. Having taken into full account the valuation approaches adopted by Shanghai Lixin (including the key input parameters and its calculation methodology) and valuation assumptions, the Board believes that the calculation results using the income approach can better reflect the true value of the equity interests in Chinalco Institute of Science, and is fair and reasonable.

## 5. INFORMATION ON CHINALCO INSTITUTE OF SCIENCE

Chinalco Institute of Science is a company incorporated in the PRC with limited liability, whose scope of business includes metal materials development; technology transfer; technology consultation and technical services; research and experimental development of materials technology; testing of metal and non-metal materials; sales of metal materials, machinery and equipment; leasing of commercial building and office space; and conference services.

According to the valuation report prepared by Shanghai Lixin using the income approach, the appraised value of the net assets of Chinalco Institute of Science as of the Valuation Benchmark Date is RMB2,232.9069 million. According to the financial report of Chinalco Institute of Science prepared in accordance with the PRC Enterprise Accounting Standards, the book value of the total assets and net assets of Chinalco Institute of Science as at 31 December 2022 amounted to RMB3,247.6936 million and RMB1,910.5500 million, respectively. According to the financial report of Chinalco Institute of Science prepared in accordance with the PRC Enterprise Accounting Standards, the net loss (before and after taxation and extraordinary items) of Chinalco Institute of Science for the financial years ended 31 December 2021 and 31 December 2022 are set out as follows:

	<b>For the year ended 31 December 2021 (RMB0'000) (Audited)</b>	<b>For the year ended 31 December 2022 (RMB0'000) (Audited)</b>
Net loss before taxation and extraordinary items	971.69	2,546.82
Net loss after taxation and extraordinary items	971.69	2,546.82

## **6. REASONS FOR AND BENEFITS OF THE TRANSACTIONS**

The Company's shareholding in Chinalco Institute of Science is an important measure to implement the strategy of strengthening the enterprise through science and technology, which is conducive to improving effectiveness of research and development by relying on Chinalco Institute of Science, giving full play to professional labour division, industrial connection and win-win cooperation, realizing precise matching between the allocation of scientific and technological resources and regional advantages, reducing cost of innovation, facilitating integrated development of industrial chain, innovation chain and ecological chain, accelerating development of scientific and technological innovation, upgrading scientific and technological innovation capability, continuing to give rise to new business models, and creating new competitive advantages.

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

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

As at the date of this announcement, Chinalco is the controlling Shareholder of the Company, China Copper and Chinalco Institute of Science are the subsidiaries of Chinalco, and hence Chinalco, China Copper and Chinalco Institute of Science are connected persons of the Company under the Hong Kong Listing Rules. As such, the transactions constitute connected transactions 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 transactions contemplated under the Equity Transfer Agreement and the Capital Contribution Agreement exceeds 0.1% but is less than 5%, the transactions are 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 transactions. Saved as disclosed above, none of the Directors has any material interest in the transactions contemplated under the Equity Transfer Agreement and the Capital Contribution Agreement and therefore none of the other 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 Chinalco**

As at the date of this announcement, the Company, China Copper and Chinalco Institute of Science 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.

### **Information on China Copper**

China Copper is a company incorporated in the PRC with limited liability and is a subsidiary of Chinalco as at the date of this announcement, whose principal business includes investment and operation management of copper, lead-zinc, aluminum and other non-ferrous metals industries; exploration, mining, smelting, processing and sales of copper, lead-zinc, aluminum and other non-ferrous metals, production and sales of related by-products, and related utilization and development of circular economy, etc. As at the date of this announcement, 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)), Nujiang State-owned Capital Investment and Operation Management Co., Ltd.\* (怒江州國有資本投資運營管理有限公司) (ultimately controlled by the Finance Bureau of Nujiang Lisu Autonomous Prefecture (怒江傈僳族自治州財政局)) and the 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) hold approximately 73.31%, 21.98%, 2.36% and 2.35% equity interests in China Copper, respectively.

### **Information on Chinalco Institute of Science**

For information on Chinalco Institute of Science, please refer to the section headed "5. Information on Chinalco Institute of Science" in this announcement.

## 9. 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 entered into among Chinalco, the Company, China Copper and Chinalco Institute of Science on 28 December 2023, pursuant to which, Chinalco, the Company and China Copper agreed to make a capital contribution to Chinalco Institute of Science;
“China Copper”	China Copper Co., Ltd.* (中國銅業有限公司), a company incorporated in the PRC with limited liability, and a subsidiary of Chinalco as at the date of this announcement;
“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 32.29% of the total issued share capital of the Company as at the date of this announcement;
“Chinalco Institute of Science”	Chinalco Research Institute of Science and Technology Co., Ltd.* (中鋁科學技術研究院有限公司), a company incorporated in the PRC with limited liability, and a subsidiary of Chinalco as at the date of this announcement;
“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;

“Completion Date”	the date on which the industrial and commercial change is completed. Chinalco shall, in accordance with the provisions of the Equity Transfer Agreement, transfer the necessary documents for the equity transfer of Chinalco Institute of Science to the Company;
“connected person(s)”	has the same meaning ascribed thereto under the Hong Kong Listing Rules;
“Director(s)”	the director(s) of the Company;
“Equity Transfer Agreement”	the equity transfer agreement entered into between the Company and Chinalco on 28 December 2023, pursuant to which, Chinalco agreed to transfer and the Company agreed to acquire 20% equity interests in Chinalco Institute of Science;
“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;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shanghai Lixin”	Shanghai Lixin Appraisal Co., Ltd.* (上海立信資產評估有限公司), a qualified appraisal company in the PRC, engaged by Chinalco to value the appraised value of the net assets of Chinalco Institute of Science;
“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;
“Transition Period”	the period from the Valuation Benchmark Date to the Completion Date;
“Valuation Benchmark Date”	31 December 2022; and
“%”	per cent.

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

Beijing, the PRC  
28 December 2023

*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*