

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934
OR
 ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2015
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
OR
 SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-15264

中国铝业股份有限公司
(Exact name of Registrant as specified in its charter)

ALUMINUM CORPORATION OF CHINA LIMITED
(Translation of Registrant's name into English)

People's Republic of China
(Jurisdiction of incorporation or organization)

No. 62 North Xizhimen Street, Haidian District, Beijing
People's Republic of China (100082)
(Address of principal executive offices)

Yu Dehui
No. 62 North Xizhimen Street, Haidian District, Beijing
People's Republic of China (100082)
(86) 10 8229 8560
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
American Depositary Shares*	New York Stock Exchange, Inc.
Class H Ordinary Shares**	

* Evidenced by American Depositary Receipts. Each American Depositary Share represents 25 H Shares.

** Not for trading, but only in connection with the listing of American Depositary Shares, pursuant to the requirements of the Securities and Exchange Commission

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None
(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of December 31, 2015:

Domestic Shares, par value RMB1.00 per share	10,959,832,268
H Shares, par value RMB1.00 per share	3,943,965,968

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Note-Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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Certain information contained in this annual report, which does not relate to historical financial information, may be deemed to constitute forward- looking statements. The words or phrases "will likely result", "are expected to", "will continue", "is anticipated", "estimate", "project", "believe" or similar expressions are intended to identify "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results and those presently anticipated or projected. You should not place undue reliance on any such forward-looking statements, which speak only as of the date made. These forward-looking statements include, without limitation, statements relating to:

- * future general economic conditions;
- * future conditions in the international and China capital markets;
- * future conditions in the financial and credit markets;
- * future prices and demand for our products;
- * future PRC tariff levels for alumina and primary aluminum;
- * sales of our products;
- * the extent and nature of, and potential for, future development;
- * production, consumption and demand forecasts of bauxite, coal, alumina and primary aluminum;
- * expansion, consolidation or other trends in the primary aluminum industry;
- * the effectiveness of our cost-saving measures;
- * future expansion, investment and acquisition plans and capital expenditures;
- * competition;
- * changes in legislation, regulations and policies;
- * estimates of proven and probable bauxite reserves;
- * our research and development plans; and
- * our dividend policy.

These statements are based on assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and future developments, as well as other factors we believe are appropriate in particular circumstances. However, whether actual results and developments will meet our expectations and predictions depends on a number of risks and uncertainties, which could cause actual results to differ materially from our expectations. These risks are more fully described in the section headed "Item 3. Key Information - D. Risk Factors."

Consequently, all of the forward-looking statements made in this annual report are qualified by these cautionary statements. We cannot assure you that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected effect on us or our business or operations.

CERTAIN TERMS AND CONVENTIONS

"**Chalco**", "**the Company**", "**the Group**", "**our company**", "**we**", "**our**" and "**us**" refer to Aluminum Corporation of China Limited and its subsidiaries and, where appropriate, to its predecessors;

"**A Shares**" and "**domestic shares**" refer to our domestic ordinary shares, with a par value of RMB1.00 each, which are listed on the Shanghai Stock Exchange;

"**alumina-to-silica ratio**" refers to the ratio of alumina to silica in bauxite by weight;

"**aluminum fabrication**" refers to the process of converting primary aluminum or recycled aluminum materials into plates, strips, bars, tubes and other fabricated products;

"**AUD**" or "**Australian dollars**" refers to the lawful currency of the Commonwealth of Australia;

"**Baotou Aluminum**" refers to Baotou Aluminum Company Limited, our wholly-owned subsidiary established under the PRC law;

"**Baotou Group**" refers to Baotou Aluminum (Group) Co., Ltd., one of our shareholders;

"**bauxite**" refers to a mineral ore that is principally composed of aluminum;

"**Bayer process**" refers to a refining process that employs a strong solution of caustic soda at an elevated temperature to extract alumina from ground bauxite;

"**Bayer-sintering combined process**" and "**Bayer-sintering series process**" refer to the two methods of refining process developed in China which involve the combined application of the Bayer process and the sintering process to extract alumina from bauxite;

"**Board**" refers to our board of directors;

"**CBEX**" refers to China Beijing Equity Exchange, an approved equity exchange for the transfer of state-owned assets;

"**Chalco Energy**" refers to Chalco Energy Co., Ltd., our wholly-owned subsidiary established under the PRC law;

"**Chalco Hong Kong**" refers to Chalco Hong Kong Limited, our wholly-owned subsidiary established under Hong Kong Law;

"**Chalco Iron Ore**" refers to Chalco Iron Ore Holding Limited, our subsidiary until December 2013 when we disposed of 65% of its equity interest to Chinalco;

"**Chalco Liupanshui**" refer to Chalco Liupanshui Hengtaihe Mining Co., Ltd., 49% of the equity interest of which is owned by us;

"**Chalco Mining**" refers to Chalco Mining Co., Ltd., our wholly-owned subsidiary established under the PRC law;

"**Chalco Nanhai**" refers to Chalco Nanhai Alloy Company, a wholly-owned subsidiary of our Group established under the PRC law;

"**Chalco Ruimin**" refers to Chalco Ruimin Company Limited, our subsidiary until June 2013 when we disposed of 93.30% of its equity interest to Chinalco;

"**Chalco Shandong**" refers to Chalco Shandong Co., Ltd., 100% of the equity interest of which is owned by us;

"**Chalco Southwest Aluminum**" refers to Chalco Southwest Aluminum Company Limited, our subsidiary until June 2013 when we disposed of 60% of its equity interest to Chinalco;

"**Chalco Southwest Aluminum Cold Rolling**" refers to Chalco Southwest Aluminum Cold Rolling Company Limited, our wholly-owned subsidiary until June 2013 when we disposed of its entire equity interest to Chinalco;

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"**Chalco Trading**" or "**CIT**" refers to China Aluminum International Trading Co., Ltd., our wholly owned subsidiary established under the PRC law;

"**Chalco Xing County Alumina Project**" refers to the Bayer process production system and ancillary facilities at Xing County, Lvliang City of Shanxi Province with production capacity of 800,000 tonnes of metallurgical grade alumina per year;

"**Chalco Zhongzhou**" refers to Chalco Zhongzhou Aluminum Co., Ltd., 100% of the equity interest of which is owned by us;

"**China**" and the "**PRC**" refers to the People's Republic of China, excluding for purposes of this annual report, Hong Kong Special Administrative Region, Macao Special Administrative Region and Taiwan;

"**Chinalco**" and "**Chinalco Group**" refer to our controlling shareholder, Aluminum Corporation of China and its subsidiaries (other than Chalco and its subsidiaries) and, where appropriate, to its predecessors;

"**Chinalco Finance**" refers to Chinalco Finance Co., Ltd.;

"**CSRC**" refers to China Securities Regulatory Commission;

"**Dongdong Coal**" refers to Shaanxi Chengcheng Dongdong Coal Co., Ltd., 45% of the equity interest of which is owned by us;

"**Energy-Saving and Emission Reduction Goals**" refers to the energy-saving and emission reduction goals set out in China's 12th Five-Year Plan for National Economic and Social Development laid out in 2011, by which China expects to cut its per unit GDP energy consumption by 16 percent compared with the 2010 level by the end of 2015;

"**Exchange Act**" refers to the U.S. Securities Exchange Act of 1934, as amended;

"**Euros**" or "**EUR**" refers to the lawful currency of the Euro zone;

"**Fushun Aluminum**" refers to Fushun Aluminum Company Limited, our wholly-owned subsidiary established under the PRC law;

"**Gansu Hualu**" refers to Gansu Hualu Aluminum Company Limited, 51% of the equity interest of which is owned by us;

"**Gansu Huayang**" refers to Gansu Huayang Mining Development Company Limited, 70% of the equity interest of which is owned by us;

"**Guangxi Huayin**" refers to Guangxi Huayin Aluminum Company Limited, 33% of the equity interest of which is owned by us;

"**Guangxi Investment**" refers to Guangxi Investment (Group) Co., Ltd., formerly known as Guangxi Development and Investment Co., Ltd., a PRC state-owned enterprise and one of our promoters and shareholders;

"**Guizhou Development**" refers to Guizhou Provincial Materials Development and Investment Corporation, a PRC state-owned enterprise and one of our promoters and shareholders;

"**Guizhou Huajin**" refers to Guizhou Huajin Aluminum Co., Ltd., 60% of the equity interest of which is owned by us;

"**Guizhou Yuneng**" refers to Guizhou Yuneng Mining Co., Ltd., 25% of the equity interest of which is owned by us;

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"**H Shares**" refers to overseas listed foreign shares with a par value RMB1.00 each, which are listed on the Hong Kong Stock Exchange;

"**Henan Aluminum**" refers to Chalco Henan Aluminum Company Limited, our subsidiary until June 2013 when we disposed of 90.03% of its equity interest to Chinalco;

"**HKS**" and "**HK dollars**" refer to Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the PRC;

"**Hong Kong Stock Exchange**" refers to The Stock Exchange of Hong Kong Limited;

"**Huaxi Aluminum**" refers to Huaxi Aluminum Company Limited, our subsidiary until June 2013 when we disposed of 56.86% of its equity interest to Chinalco;

"**Japanese Yen**" refers to the lawful currency of Japan;

"**Jiaozuo Wanfang**" refers to Jiaozuo Wanfang Aluminum Manufacturing Co. Ltd., 2.46% of the equity interest of which was owned by us as of December 31, 2015;

"**Ka**" refers to kiloamperes, a unit for measuring the strength of an electric current, with one kilampere equaling to 1,000 amperes;

"**kWh**" refers to kilowatt hours, a unit of electrical power, meaning one kilowatt of power for one hour;

"**Lanzhou Aluminum**" refers to Lanzhou Aluminum Co., Ltd., a wholly-owned subsidiary of us since April 2007 and until July 2007 when it was divided into two wholly-owned entities: Lanzhou branch and Northwest Aluminum;

"**Liancheng branch**" refers to our wholly-owned branch, which was formerly known as Lanzhou Liancheng Longxing Aluminum Company Limited, before we acquired 100% of its equity interest;

"**Listing Rules**" and "**Hong Kong Listing Rules**" refer to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended;

"**LME**" refers to the London Metal Exchange Limited;

"**Longmen Aluminum**" refers to Shanxi Longmen Aluminum Co., Ltd., 55% of the equity interest of which is owned by us;

"**MIIT**" refers to Ministry of Industry and Information Technology of the PRC;

"**Nanchu Price**" refers to the independent reference price for aluminum published on ENanchu (<http://www.enanchu.com/>), an nonferrous metal related portal site in PRC;

"**NDRC**" refers to China National Development and Reform Commission;

"**Ningxia Energy**" refers to Chalco Ningxia Energy Group Co., Ltd. (formerly Ningxia Electric Power Group Co., Ltd.) and we acquired 70.82% of its equity interest in January 2013;

"**Northwest Aluminum**" refers to Northwest Aluminum Fabrication Branch, our wholly-owned branch until June 2013 when we disposed of all its assets to a subsidiary of Chinalco;

"**NYSE**" or "**New York Stock Exchange**" refers to the New York Stock Exchange Inc.;

"**ore-dressing Bayer process**" refers to a refining process we developed to increase the alumina-to-silica ratio of bauxite;

"**Qingdao Light Metal**" refers to Chalco Qingdao Light Metal Company Limited, our wholly-owned subsidiary until June 2013 when we disposed of its entire equity interest to Chinalco;

"**Qinghai Energy**" refers to Qinghai Province Energy Development (Group) Co., Ltd., 21% of the equity interest of which is owned by us;

"**refining**" refers to the chemical process used to produce alumina from bauxite;

"**Rio Tinto**" refers to Rio Tinto plc, a company incorporated in England and Wales, the shares of which are listed on the London Stock Exchange and the New York Stock Exchange;

"**RMB**" or "**Renminbi**" refers to the lawful currency of the PRC;

"**SASAC**" refers to State-owned Assets Supervision and Administration Commission of the State Council of China;

"**SEC**" refers to the U.S. Securities and Exchange Commission;

"**Securities Act**" refers to the U.S. Securities Act of 1933, as amended;

"**Shandong Aluminum**" refers to Shandong Aluminum Industry Co., Limited, a wholly-owned subsidiary of Chinalco;

"**Shandong Huayu**" refers to Shandong Huayu Alloy Material Co., Ltd, 55% of the equity interest of which is owned by us;

"**Shanxi Jiexiu**" refers to Shanxi Jiexiu Xinyugou Coal Industry Co., Ltd., 34% of the equity interest of which is owned by us;

"**Shanxi Huasheng**" refers to Shanxi Huasheng Aluminum Company Limited, 51% of the equity interest of which is owned by us;

"**Shanxi Huaxing**" refers to Shanxi Huaxing Aluminum Co., Ltd., formerly a wholly-owned subsidiary of our Group. We disposed 50% of equity interest in Shanxi Huaxing in 2015, and as a result Shanxi Huaxing has become our joint venture in accordance with relevant accounting standards;

"**Shanxi Huaze**" refers to Shanxi Huaze Aluminum and Power Co., Limited, 60% of the equity interest of which is owned by us;

"**Shanxi Other Mines**" refers to the seven of mines, in which we entrusted other party to conduct mining activities, including Shangtan mine, Jindui mine, Shicao mine, Nanpo mine, Xishan mine, Niucaogou mine and Sunjiata mine in Shanxi Province that became the mining areas of our new own mine in 2010;

"**SHFE**" refers to the Shanghai Futures Exchange;

"**Simandou Project**" refers to the project to develop and operate the Simandou iron ore mine located in Guinea in West Africa as further described in the Simandou joint development agreement dated July 29, 2010 entered into amongst Rio Tinto, Rio Tinto Iron Ore Atlantic Limited and us for the purpose of development of the Simandou Project;

"**sintering process**" refers to a refining process employed to extract alumina from bauxite by mixing ground bauxite with supplemental materials and burning the mixture in a coal-fired kiln;

"**smelting**" refers to the electrolytic process used to produce molten aluminum from alumina;

"**tonne**" refers to the metric ton, a unit of weight, that is equivalent to 1,000 kilograms or 2,204.6 pounds;

"**US\$**", "**dollars**" or "**U.S. dollars**" refers to the legal currency of the United States;

"**Xinan Aluminum**" refers to Xinan Aluminum (Group) Company Limited;

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"**Zhangze Electric Power**" refers to Shanxi Zhangze Electric Power Co., Ltd.;

"**Zhengzhou Institute**" refers to Chalco Zhengzhou Research Institute of Non-ferrous Metal, our wholly-owned subsidiary mainly providing research and development services;

"**Zunyi Alumina**" refers to Chalco Zunyi Alumina Co., Ltd., 73.28% of the equity interest of which is owned by us; and

"**Zunyi Aluminum**" refers to Zunyi Aluminum Co., Ltd., 62.1% of the equity interest of which is owned by us.

Translations of amounts in this annual report from Renminbi to U.S. dollars and vice versa have been made at the rate of RMB6.4778 to US\$1.00, the exchange rate as set forth in the H.10 statistical release of the Federal Reserve Board for December 31, 2015. We make no representation that any Renminbi or U.S. dollar amounts could have been, or could be, converted into U.S. dollars or Renminbi, as the case may be, at any particular rate, the rates stated below, or at all. See "Item 3. Key Information - Selected Financial Data - Exchange Rate Information" for historical exchange rates between the Renminbi and the U.S. dollar.

Any discrepancies in any table between the amounts identified as total amounts and the sum of the amounts listed therein are due to rounding.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. SELECTED FINANCIAL DATA

Historical Financial Information

Our consolidated financial statements as of December 31, 2014 and 2015 and for the years ended December 31, 2013, 2014 and 2015 included in this annual report on Form 20-F have been prepared in accordance with International Financial Reporting Standards, or IFRSs, which includes all International Accounting Standards and Interpretations, as issued by the International Accounting Standards Board, or the IASB. We disposed of substantially all of our aluminum fabrication operations to Chinalco in June 2013. As a result, the operating results of our aluminum fabrication segment were presented as a discontinued operation in our consolidated statement of comprehensive income for the year ended December 31, 2013. We make an explicit and unreserved statement of compliance with IFRSs with respect to our consolidated financial statements as of December 31, 2014 and 2015 and for the years ended December 31, 2013, 2014 and 2015 included in this annual report. Ernst & Young, our independent registered public accounting firm, has issued an unqualified auditor's report on our consolidated statements of financial position as of December 31, 2014, and the related consolidated statements of comprehensive income, statements of changes in equity and statements of cash flows for the years ended December 31, 2013 and 2014. Ernst & Young Hua Ming LLP, which has been appointed as our independent registered public accounting firm for the year 2015, has issued an unqualified auditor's report on our consolidated statements of financial position as of December 31, 2015, and the related consolidated statements of comprehensive income, statements of changes in equity and statements of cash flows for the year ended December 31, 2015. Details of the change in our certifying accountant is disclosed in ITEM 16F.

The following tables present selected comprehensive income data and cash flows data for the years ended December 31, 2011, 2012, 2013, 2014 and 2015 and selected statements of financial position data as of December 31, 2011, 2012, 2013, 2014 and 2015 that were prepared under IFRSs. As the operating results of the aluminum fabrication segment have been presented as a discontinued operation in our consolidated statement of comprehensive income for the year ended December 31, 2013, the comparative figures for our consolidated statements of comprehensive income for the years ended December 31, 2011 and 2012 are revised to reflect the reclassification between continuing operations and discontinued operation accordingly. The selected financial information for the years ended and as of December 2013, 2014 and 2015 has been derived from, and should be read in conjunction with, the audited consolidated financial statements and their notes included elsewhere in this annual report. As the business combination under common control incurred in the year ended December 31, 2015, the comparative figures for our consolidated statements of comprehensive income for the years ended December 31, 2011, 2012, 2013 and 2014 are revised to reflect the business combination under common control.

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Year Ended December 31,

	2011	2012	2013	2014	2015	2015
	RMB	RMB	RMB	RMB	RMB	US\$
	<i>(in thousands, except per share and per ADS data)</i>					
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME DATA						
Continuing Operations						
Revenue	138,474,717	143,692,381	169,693,800	141,999,830	123,445,872	19,056,759
Cost of sales	<u>(131,066,801)</u>	<u>(143,646,145)</u>	<u>(166,895,282)</u>	<u>(141,328,954)</u>	<u>(120,927,088)</u>	<u>(18,667,926)</u>
Gross profit	7,407,916	46,236	2,798,518	670,876	2,518,784	388,833
Selling and distribution expenses	(1,500,213)	(1,846,424)	(1,873,180)	(1,763,031)	(1,775,254)	(274,052)
General and administrative expenses	(2,559,710)	(2,756,539)	(2,953,232)	(4,838,387)	(2,334,071)	(360,318)
Research and development expenses	(206,430)	(184,683)	(193,620)	(293,766)	(168,869)	(26,069)
Impairment loss on property, plant and equipment	(279,756)	(19,903)	(501,159)	(5,679,521)	(10,011)	(1,545)
Government grants	159,774	734,852	805,882	823,986	1,768,926	273,075
Other gains/(losses), net	502,462	(16,989)	7,399,252	356,935	5,023,600	775,510
Operating profit/(loss) from continuing operations	3,524,043	(4,043,450)	5,482,461	(10,722,908)	5,023,105	775,434
Finance costs, net	<u>(2,935,642)</u>	<u>(4,076,475)</u>	<u>(5,247,905)</u>	<u>(5,682,990)</u>	<u>(5,137,581)</u>	<u>(793,106)</u>
Operating profit/(loss) from continuing operations less finance costs	588,401	(8,119,925)	234,556	(16,405,898)	(114,476)	(17,672)
Share of profits of joint ventures	122,262	37,040	148,749	89,510	23,238	3,587
Share of profits of associates	<u>400,706</u>	<u>256,081</u>	<u>511,869</u>	<u>350,575</u>	<u>284,531</u>	<u>43,924</u>
Profit/(loss) before income tax from continuing operations	1,111,369	(7,826,804)	895,174	(15,965,813)	193,293	29,839
Income tax (expense)/benefit from continuing operations	<u>(121,175)</u>	<u>371,092</u>	<u>(339,551)</u>	<u>(1,074,910)</u>	<u>230,420</u>	<u>35,571</u>
Profit/(loss) for the year from continuing operations	990,194	(7,455,712)	555,623	(17,040,723)	423,713	65,410
Profit/(loss) per share from continuing operations	0.04	(0.52)	0.05	(1.20)	0.01	0.00
Discontinued operation (Loss) /profit for the year from discontinued operation	<u>(299,048)</u>	<u>(1,187,299)</u>	<u>207,144</u>	<u>-</u>	<u>-</u>	<u>-</u>
Profit/(loss) for the year	<u>691,146</u>	<u>(8,643,011)</u>	<u>762,767</u>	<u>(17,040,723)</u>	<u>423,713</u>	<u>65,410</u>
Profit/(loss) Attributable to:						
Owners of the parent	238,616	(8,233,182)	987,179	(16,208,170)	206,319	31,850
Non-controlling interests	<u>452,530</u>	<u>(409,829)</u>	<u>(224,412)</u>	<u>(832,553)</u>	<u>217,394</u>	<u>33,560</u>
Dividends	-	-	-	-	-	-
Basic and diluted earnings/(loss) per share	0.02	(0.61)	0.07	(1.20)	0.01	0.00
Earnings/(loss) per ADS	0.44	(15.22)	1.82	(29.96)	0.35	0.06
Dividends (expressed in RMB and US\$ per share and per ADS)						
Final dividends per share	0.0114	-	-	-	-	-
Final dividends per ADS	0.2850	-	-	-	-	-
Proposed dividends per share	-	-	-	-	-	-
Proposed dividends per ADS	-	-	-	-	-	-

Year Ended December 31,

	2011	2012	2013	2014	2015	2015
	RMB	RMB	RMB	RMB	RMB	US\$
	<i>(in thousands, except per share and per ADS data)</i>					
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION DATA						
Total current assets	50,162,135	49,217,613	63,174,496	63,596,271	64,169,178	9,906,014
Total non-current assets	<u>107,291,135</u>	<u>126,115,770</u>	<u>136,544,756</u>	<u>129,247,336</u>	<u>125,100,073</u>	<u>19,312,123</u>
Total assets	<u>157,453,270</u>	<u>175,333,383</u>	<u>199,719,252</u>	<u>192,843,607</u>	<u>189,269,251</u>	<u>29,218,137</u>
Total current liabilities	62,675,723	84,165,552	96,933,485	104,422,198	80,937,331	12,494,570
Total non-current liabilities	<u>36,619,073</u>	<u>37,392,321</u>	<u>49,067,354</u>	<u>48,767,563</u>	<u>58,034,484</u>	<u>8,958,981</u>
Total liabilities	<u>99,294,796</u>	<u>121,557,873</u>	<u>146,000,839</u>	<u>153,189,761</u>	<u>138,971,815</u>	<u>21,453,551</u>

Net assets	58,158,474	53,775,510	53,718,413	39,653,846	50,297,436	7,764,586
Long-term interest bearing loans and borrowings (excluding current portion)	35,968,526	36,635,652	46,294,828	44,769,211	53,725,670	8,293,814
Capital stock	13,524,488	13,524,488	13,524,488	13,524,488	14,903,798	2,300,750
Year Ended December 31,						
	2011	2012	2013	2014	2015	2015
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i> <i>(in thousands)</i>	<i>RMB</i>	<i>RMB</i>	<i>US\$</i>
OTHER FINANCIAL DATA						
Net cash flows generated from operating activities	2,489,756	1,122,352	8,281,407	13,818,759	7,231,450	1,116,344
Net cash flows (used in)/generated from investing activities	(9,714,547)	(23,153,090)	(7,686,069)	(4,921,338)	2,952,550	455,794
Net cash flows generated from/(used in) financing activities	8,842,453	20,428,953	1,728,340	(4,016,451)	(5,814,230)	(897,562)
Net increase/(decrease) in cash and cash equivalents	1,617,662	(1,601,785)	2,323,678	4,880,970	4,369,770	674,576

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Exchange Rate Information

The following table sets forth information concerning exchange rates between the Chinese Renminbi and the U.S. dollar for the periods indicated. These rates are provided solely for your convenience and are not necessarily the exchange rates that we used in this annual report or will use in the preparation of our periodic reports or any other information to be provided to you. The source of these rates is the Federal Reserve H.10 Statistical Release. On April 8, 2016, the exchange rate for Renminbi was US\$1.00 = RMB6.4628.

Period	Period End <i>(RMB per US\$1.00)</i>	Average ⁽¹⁾	High	Low
2011	6.2939	6.4475	6.6364	6.2939
2013	6.0537	6.1412	6.2438	6.0537
2014	6.2046	6.1704	6.2591	6.0402
2015				
September	6.3556	6.3676	6.3836	6.3630
October	6.3180	6.3488	6.3591	6.3180
November	6.3883	6.3636	6.3945	6.3180
December	6.4778	6.4477	6.4896	6.3883
2016				
January	6.5752	6.5726	6.5932	6.5219
February	6.5525	6.5501	6.5785	6.5154
March	6.4480	6.5027	6.5500	6.4480
April (through April 8, 2016)	6.4628	6.4720	6.4780	6.4599

(1) Annual average are calculated by averaging the rates on the last business day of each month during the annual period. Monthly averages are calculated by averaging the rates on each business day during the month.

B. CAPITALIZATION AND INDEBTEDNESS

Not applicable

C. REASONS FOR THE OFFER AND USE OF PROCEEDS

Not applicable

D. RISK FACTORS

Our business and financial condition and results of operations are subject to various changing business, competitive, economic, political and social conditions in China and worldwide. In addition to the factors discussed elsewhere in this annual report, the following are some of the important factors that could cause our actual results to differ materially from those projected in any forward-looking statements.

Our business is vulnerable to downturns in the general economy and industries in which we operate or which we serve. A reduction in demand could materially and adversely affect our business, financial condition and results of operations.

Demand for our products depends on the general economy and level of activity and growth in the industries where we operate or serve. Development of the relevant industries is subject to various factors, including but not limited to market fluctuations of prices of commodities, general political or

economic conditions, technology development, government investment plans and regulations, fluctuation in global production capacity and global and regional weather conditions, many of which are beyond our control. Unfavorable and volatile financial or economic conditions, such as those caused by the global financial and economic crisis since 2008, including the sovereign-debt crisis in the European Union in 2011 to 2012 and the continued weakness and uncertainty regarding the durability of the emerging economic recovery, have adversely affected the global economy and resulted in a significant decrease in our sales volumes. If a global recession recurs, demand for our products may continue to decline. In addition, concerns over inflation, energy costs, geopolitical issues, the availability and cost of credit, unemployment, consumer confidence, declining asset values, capital market volatility and liquidity issues have created difficult operating conditions for us in the past and may continue to do so in the future. Furthermore, the PRC Government has, from time to time, adjusted its monetary, fiscal and other policies and measures to manage the rate of growth of the economy or the overheating and overcapacity in certain industries or markets. As a result, the general economy in the PRC or the world or any particular industry in which we operate or which we serve may grow at a lower-than-expected rate or even experience a downturn. Uncertainty about future economic conditions makes it challenging for us to forecast our results of operations, make business decisions and identify risks that may affect our business. If we are not able to timely and appropriately adapt to changes resulting from the difficult macroeconomic environment, our business, financial condition and results of operations may be materially and adversely affected.

Volatility in the prices of alumina, primary aluminum, other non-ferrous metal and other commodities may adversely affect our business, financial condition and results of operations.

The prices of the products we produce and trade, including alumina, primary aluminum, other non-ferrous metal and coal products, have historically fluctuated and are expected to continue fluctuating in response to general economic conditions, supply and demand and the level of global inventories, which are beyond our control.

We price our alumina and primary aluminum products by reference to international and domestic market prices, and domestic supply and demand, each of which may fluctuate beyond our control. In 2013, demand for alumina and primary aluminum fluctuated. The Australian FOB spot price of alumina reached a high of US\$351.5 and a low of US\$312.5 per tonne and the international spot price of primary aluminum on the LME reached a high of US\$2,123.0 per tonne and a low of US\$1,694.5 per tonne in 2013. In 2014, the Australian FOB spot price of alumina and the international cash price of primary aluminum on the LME reached a high of US\$357 per tonne and a low of US\$307 per tonne and a high of US\$2,089 per tonne and a low of US\$1,634 per tonne, respectively. As a result of general slowdown of the global economy and overcapacity of global aluminum industry, the market prices for aluminum products were facing downward pressure in 2015. The Australian FOB spot price of alumina and the international cash price of primary aluminum on the LME reached a high of US\$354.5 per tonne and a low of US\$200 per tonne and a high of US\$1,959.1 per tonne and a low of US\$1,423.5 per tonne, respectively in 2015. Our average external selling prices of self-produced alumina and primary aluminum were RMB2,377 per tonne and RMB12,075 per tonne respectively in 2015, which decreased by approximately 3.8% and 10.9%, respectively, from 2014 to 2015. Because most of our costs are fixed, we may not be able to respond promptly to a sudden decrease in alumina or primary aluminum prices. There is no assurance that there will be no further falls in prices of our key products, including alumina and primary aluminum, which may materially and adversely affect our business, financial condition and results of operations.

In addition, as the profit margin of trading is based on price fluctuations in the short term, we need to make the correct prediction of the price fluctuations of the non-ferrous metal products and coal products on the markets to ensure the profit margin. If the price fluctuations on the market do not match our prediction, we may incur substantial losses. In addition, as we generate profit from the differences between the purchasing and sales prices of the non-ferrous metal products we deal in, significant fluctuations in the prices of the commodities we deal in may cause the value of the outsourced products in transit or in inventory to decline, and if the carrying value of our existing inventories exceeds the market price in the future periods, we may need to make additional provisions for our inventories' value. As a result, any significant fluctuation in international market prices could materially and adversely affect our business, financial condition and results of operations.

Our business requires substantial capital investments that we may be unable to fulfill.

Our plans to upgrade and expand our production capacity will require substantial capital expenditures. See "Item 4. Information on the Company - D. Property, Plants and Equipment - Our Expansion." We may also need additional funding for debt servicing, working capital, other investments, potential acquisitions and joint ventures and other corporate requirements. As a result, we expect to incur total capital expenditures of approximately RMB9 billion in 2016. We may seek external financing to satisfy our capital needs if cash generated from our operations is insufficient to fund our capital expenditures or if our actual capital expenditures and investments exceed our plans. Our ability to obtain external financing at reasonable costs and on acceptable terms is subject to a variety of uncertainties. Failure to obtain sufficient funding for our development plans could adversely affect our business and prospects.

We incurred losses in the past and may not achieve sustained profitability in the future.

Although we were profitable in 2013 and 2015, we incurred a net loss of approximately RMB17.0 billion in 2014. We may incur losses in the future and we cannot assure you that we will sustain profitability in the future.

In addition, we expect that we will continue relying on, in addition to our cash flows generated from operating activities, bank and other loans as well as proceeds from bond offerings, to fund our business operations and expansions. Our borrowing costs and access to the debt capital markets, and thus our liquidity, depend significantly on our public credit ratings. These ratings are assigned by rating agencies, which may reduce or withdraw their ratings or place us on "credit watch", which would have negative implications. A history of net losses may result in a deterioration of our credit ratings, which could increase our borrowing costs and limit our access to the capital markets, which in turn, could reduce our earnings and adversely affect our liquidity.

Our historical results may not be indicative of our future prospects.

We acquired an aggregate of 70.82% of the equity interest in Ningxia Energy on January 23, 2013. Ningxia Energy is an integrated power generation company with coal mines located in Ningxia Autonomous Region. Its principal business includes conventional coal-fire power generation and renewable energy generation. After the acquisition of Ningxia Energy, we have established an energy segment in January 2013 to include (i) operations of Ningxia Energy and (ii) our other energy related operations that were formerly included in our corporate and other operating segment. In November 2015, we acquired relevant assets and liabilities of High-Purity Aluminum and Light Metal of Baotou Aluminum Group. Baotou Aluminum Group is a subsidiary of Chinalco. In addition, in line with our development strategy to focus on the development of our core business of alumina and primary aluminum operations, where we have established leading market positions, and to reduce future capital expenditures on iron ore development, improve asset-to-debt ratio and generate expected cash flows, we disposed of 65% of the equity interest in Chalco Iron Ore to a wholly-owned subsidiary of Chinalco on December 26, 2013 pursuant to the approval of shareholders at the 2013 second extraordinary general meeting held

on November 29, 2013. In December 2015, we entered into Equity Transfer Agreement with Shenzhen CR Yuanda, a state-owned entity, to transfer 50% equity interests in Shanxi Huaxing, a wholly owned subsidiary of our Company, through the Shanghai United Assets and Equity Exchange at a price of RMB2,351 million. For details of the disposal of Chalco Iron Ore and Shanxi Huaxing, please see "Item 4. Information on the Company - A. History and Development of the Company - Overseas Development."

As a result, our historical results may not be indicative of our future prospects and result of operations.

Our failure to successfully manage our business expansion, including our expansion into new areas of business, would have a material adverse effect on our results of operations and prospects.

We have invested in business expansion in line with our development strategy through organic growth, acquisitions and joint ventures. In addition to continuing to expand our existing business lines, we may, from time to time and when we deem appropriate, expand into new industries which we believe have synergies with our existing operations. For example, we have successfully enhanced our energy-related operations through the acquisition of Ningxia Energy in 2013 and participation in joint ventures and strategic investments in coal mining since 2010.

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Our expansion has created, and will continue to place, substantial demand on our resources. Managing our growth and integrating the acquired businesses will require us to, among other things:

- * comply with the laws, regulations and policies applicable to the acquired businesses, including obtaining timely approval for the construction or expansion of production and mining facilities as required under the PRC law;
- * maintain adequate control on our business expansion to prevent, among other things, project delays or cost overruns;
- * gain market acceptance for new products and services and establish relationships with new customers and suppliers;
- * achieve sufficient utilization of new production facilities to recover costs;
- * manage relationships with employees, customers and business partners during the course of our business expansion and integration of new businesses;
- * attract, train and motivate members of our management and qualified workforce to support successful business expansion;
- * access debt, equity or other capital resources to fund our business expansion, which may divert financial resources otherwise available for other purposes;
- * divert significant management attention and resources from our other businesses; and
- * strengthen our operational, financial and management controls, particularly those of our newly acquired subsidiaries, to maintain the reliability of our reporting processes.

Any difficulty meeting the foregoing or similar requirements could significantly delay or otherwise constrain our ability to implement our expansion plans, or result in failure to achieve the expected benefits of the combination or acquisition or write-offs of acquired assets or investments, which in turn would limit our ability to increase operational efficiency, reduce marginal manufacturing costs or otherwise strengthen our market position. Failure to obtain the intended economic benefits from the business expansion could adversely affect our business, financial condition, results of operations and prospects. In addition, we may also experience mixed results from our expansion plans in the short term.

Furthermore, there is no assurance that we will be able to identify attractive acquisition targets, negotiate acquisitions on favorable terms, obtain necessary governmental approvals on investments, if applicable, accurately estimate the mineral resources and reserves of these acquisition targets or obtain the necessary funding to complete such acquisitions on commercially acceptable terms or at all. Acquisitions may result in the incurrence and inheritance of debts and other liabilities, assumption of potential legal liabilities in respect of the acquired businesses, and incurrence of impairment charges related to goodwill and other intangible assets, any of which could harm our businesses, financial condition and results of operations. In particular, if any of the acquired businesses fails to perform as we expect, we may be required to recognize a significant impairment charge, which may materially and adversely affect our businesses, financial condition and results of operations. As a result, there can be no assurance that we will be able to achieve the strategic purpose of any acquisition, the desired level of operational integration or our investment return target.

Our joint ventures and strategic investment may not be successful.

We may from time to time enter into joint venture arrangements to grow our business and operations. For example, since 2010, we have participated in joint ventures and strategic investment in coal mining, in line with our development strategy to diversify our product offering and partially offset our future energy costs, as well as supply a portion of the coal we consume in our operations. In addition, we acquired 70.82% of the equity interest in Ningxia Energy in January 2013, which had joint ventures or held minority interests in a number of power generation companies.

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We have non-controlling interests in a number of joint ventures. Although we have not been materially constrained by the nature of our ownership interests, no assurance can be given that our joint venture partners will not exercise their power of veto or their controlling influence in any of our joint ventures in a way that will hinder our corporate objectives and reduce any anticipated cost savings or revenue enhancement resulting from these joint ventures. In addition, whether or not we hold majority interests or maintain operational control in such joint ventures, such arrangements necessarily involve special risks and our joint venture partners may:

- * have economic or business interests or goals that are inconsistent with or opposed to ours;
- * exercise veto rights so as to block actions that we believe to be in our or the joint venture's best interests;
- * take action contrary to our policies or objectives with respect to the investments; or

- * as a result of financial or other difficulties, be unable or unwilling to fulfill their obligations under the joint venture, other agreements, such as contributing capital to expansion or maintenance projects.

In addition, the business of our joint ventures which operate coal mines were facing increasing risks in recent years. Due to the pressure of environmental protection, imbalances between supply and demand of coal market and durable high inventory, the coal price continued to decrease in 2015. If the coal price continues to decrease, the operation results of our joint ventures which operates coal mines may be adversely affected.

Failure to maintain optimal utilization of our production facilities will adversely affect our gross and operating margins.

During the past few years, we expanded the production capacity by completing the construction, upgrading or remoulding of some of our alumina and primary aluminum production facilities. We expect our production capacity expansion in recent years to increase our costs of sales, in particular, depreciation and amortization costs. If we are able to maintain satisfactory facility utilization rates and increase our production output, our production capacity expansion will enable us to reduce our unit costs through economies of scale, as fixed costs will be spread over a higher volume of output units. Conversely, underutilization of our existing and newly acquired or constructed production facilities may increase our marginal production costs and prevent us from realizing the intended economic benefits of our expansion. In addition, considering the sustained weak primary aluminum pricing environment and deterioration in primary aluminum prices which could not be offset through decreases in our costs, we implemented flexible production arrangements for certain alumina and primary aluminum production facilities since 2013. In addition, we abandoned certain primary aluminum and alumina production facilities with an aggregate annual designed production capacity of 157,500 and 30,000 tonnes, respectively, in 2014. We also increased our external purchases of alumina and primary aluminum for trading purposes to capitalize on fluctuating market prices and to enhance resource planning to achieve cost savings in our production. The increase in our external purchases has reduced our utilization of certain production facilities, but has not resulted in a proportionate decrease in fixed costs such as leases and depreciation of plant, property and equipment. Given our high proportion of fixed costs, failure to maintain historical utilization rates may adversely affect our gross and operating margins.

Furthermore, our primary aluminum production may be adversely affected by the administrative policies and orders implemented by the local governments to fulfill China's Energy-Saving and Emission Reduction Goals. Please see "- We are subject to administrative policies and orders relating to China's Energy-Saving and Emission Reduction Goals that could adversely affect our production."

We may be required to record impairment charges in the future.

If business conditions deteriorate, long lived assets need to be reviewed for possible impairment. An impairment loss needs to be recognized to the extent that the carrying amount exceeds the recoverable amount. We recorded impairment loss on property, plant and equipment during the three years ended December 31, 2013, 2014 and 2015. In 2014, we recorded a impairment loss for land use rights of RMB141 million for our Chongqing branch, impairment loss of property, plant and equipment of RMB5,680 million, impairment loss of mining rights of RMB35 million and impairment loss of computer software and other intangible assets of RMB73 million. In 2015, we recorded impairment loss of property, plant and equipment of RMB10 million. We cannot guarantee that we will not incur increased impairment loss in the future, for various reasons including, but are not limited to, a sustained decline in our stock price, strategic decisions made in response to changes in economic and competitive conditions, the impact of the economic environment on our customer base or a material adverse change in our relationship with significant customers. If we record significant impairment charges, our results of operations may be materially and adversely affected.

Our operations consume substantial amounts of energy, and our profitability may decline if energy costs rise or if our energy supplies are interrupted.

Our operations consume substantial amounts of energy. Although we generally expect to meet the energy requirements for our alumina refineries and primary aluminum smelters from a combination of internal and external sources, our results of operations may be materially and adversely affected by the following:

- * significant increases in electricity costs; or
- * curtailment of the operation of one or more refineries or smelters due to our inability to extend energy supply contracts upon their expiration.

Cost of electricity is the principal production cost in our primary aluminum operations. Although our average electricity cost per kilowatt-hour, or kWh, of our primary aluminum smelters decreased by approximately 18.8% from 2014 to 2015, there is no assurance that demand for and prices of electricity will not increase in the future. If we are unable to pass on increases in energy costs to our customers, our operating margin, financial condition and results of operations could be materially and adversely affected.

In addition, interruptions in the supply of power can result in costly production shutdowns, increased costs associated with restarting production and the waste of production in progress. A sudden loss of power, if prolonged, can cause damage to or the destruction of production equipment and facilities. In such an event, we may need to expend significant capital and resources to repair or replace the affected production equipment to restore our production capacity. In the past, various regions across China experienced shortages and disruptions in electrical power, especially during peak demand in the summer or during severe weather conditions. We cannot assure you that our operations will not suffer from shortages or disruptions in electrical power, any occurrence of which could have a material and adverse impact on our business, financial condition and results of operations.

Our operations consume substantial amounts of coal, and our operations may be adversely affected if we are not able to procure sufficient coal or if coal prices rise significantly.

We rely heavily on coal as our energy and fuel source in our operations. As we increase our alumina refining capacity, our consumption of coal will increase accordingly. If we are not able to obtain the amount of coal needed for our production due to a shortage of coal, constraints on coal transportation or any other reason, we may be forced to reduce our production output or suspend our alumina refining operations, which could materially and adversely affect our financial condition and results of operations. Although we have acquired equity interest in a number of coal mines, we expect to continue to rely substantially on third-party coal suppliers for the supply of coal. In addition, although our average purchase price per unit tonne of thermal coal used in our alumina production decreased from 2014 to 2015, there is no assurance that the price of coal will not increase in the future. If we are unable to pass on increases in coal prices to our customers or offset price increases through productivity improvements, our operating margin, financial condition and results of operations could be adversely affected.

Our business and industry may be affected by the development of alternative energy sources and climate change.

Our operations consume substantial amounts of coal. Coal combustion generates significant greenhouse gas and other pollutants, and the effects of climate change resulting from global warming and increased pollution levels may provide incentives for governments to promote or invest in "green" energy technologies such as wind, solar, nuclear and biomass power plants, or to reduce their consumption of conventional energy sources such as coal. A number of governments or governmental bodies have introduced or are contemplating legislative and regulatory changes in response to the potential impacts of climate change. These regulatory mechanisms may impact our operations directly or indirectly through customers or our supply chain. We may have to increase our capital expenditures in order to comply with such revised or new legislation or regulations, and may realize changes to profit or loss arising from increased or decreased demand for our products and indirectly, from changes in costs of goods sold, which may adversely affect our results of operations and financial condition.

In addition, we have invested in coal mining operations. We are affected by the growth of the PRC thermal power industry, which relies on coal as main source of fuel. The PRC thermal power industry may be affected by the development of alternative energy sources, climate change and global environmental factors. In particular, pursuant to the draft of China's 13th Five-Year Plan for Environmental Protection, the PRC government plans to continue to encourage the development of alternative energy sources, such as wind power, solar power, biomass and geothermal energy, from 2016 to 2020. As such, alternative energy industries may rapidly develop and gradually gain mainstream acceptance in the PRC and the rest of the world. If alternative energy technologies continue to develop and prove suitable for wide commercial application in the PRC and overseas, demand for conventional energy sources, such as coal, could be reduced, which could have a material and adverse effect on the coal mining industry and, consequently, our business, results of operations and financial condition.

We may be unable to continue competing successfully in the markets in which we operate.

We face competition from both domestic and international primary aluminum producers. Our principal competitors are domestic smelters, some of which are consolidating and expanding their production capacities. These smelters compete with our primary aluminum operations on the basis of cost, quality and pricing. In addition, we face increasing competition from international alumina and primary aluminum suppliers as a result of the elimination of tariffs on imports of primary aluminum and alumina into China. Increasing competition in our product markets may reduce our selling prices or sales volumes, which will have a material adverse effect on our financial condition and results of operations. If we are unable to price our products competitively, maintain or increase our current share of China's alumina and primary aluminum markets or otherwise maintain our competitiveness, our financial condition, results of operations and profitability could be materially and adversely affected.

Our overseas expansion exposes us to political and economic risks, commercial instability and events beyond our control in the countries in which we plan to operate.

We are currently undertaking a couple of overseas projects, including the bauxite mining projects in Laos and Indonesia. As we are new to these overseas markets, we cannot assure you that our overseas expansion or investments will be successful or that we will not suffer foreign exchange losses in connection with our overseas investment.

In addition, operations in the overseas markets also expose us to a number of risks including expropriation and nationalization of our assets in foreign countries, civil unrest, acts of terrorism, war, or other armed conflict; natural disasters; inflation; currency fluctuations, devaluations and conversion restrictions; confiscatory taxation or other adverse tax policies, governmental activities that limit or disrupt markets, restrict payments or limit the movement of funds, governmental activities that may result in the deprivation of contractual rights; lack of a well-developed legal system that makes it difficult to enforce our contractual rights; and governmental activities that may result in the inability to obtain or retain licenses required for operations.

Our profitability and operations could be adversely affected if we are unable to obtain a steady supply of raw materials at competitive prices.

Historically, the price for bauxite, our most important raw material for alumina production, has been volatile. We obtain bauxite for our operations from our own mines and external suppliers. See "Item 4. Information on the Company - B. Business Overview - Raw Materials - Alumina - Supply." The extent to which we procure bauxite from each of these sources affect the security of our supply or cost of bauxite. The supply of bauxite could be affected by various factors, including geographic conditions of bauxite mines, government policies, market prices and competition, many of which are beyond our control. We rely on overseas suppliers to obtain a portion of bauxite we use for production. Indonesia used to be a major source of our imported bauxite. As a result of the ban imposed by the Government of Indonesia on the exportation of unprocessed bauxite and nickel, since January 2014, we were not able to export the bauxite produced by our bauxite mines in Indonesia for the use of our alumina refineries in China, and our operation of bauxite mining in Indonesia has been suspended since September 2014. If we exhaust our stockpiles or our procurement of bauxite from Australia are interrupted for any reasons, and cannot find an alternative source of imported bauxite at competitive prices, our financial condition, results of operations and profitability could be adversely affected.

In addition, our results of operations can be affected by increases in the cost of other raw materials and other key inputs such as energy. If we cannot obtain a steady supply of key raw materials at competitive prices, our financial condition and results of operations could be materially and adversely affected.

Any transportation interruption or any material increase in our transportation costs could have a material and adverse effect on our business, financial condition and results of operations.

Our operations require the reliable transportation of raw materials and supplies to our refining and smelting sites and finished products to our customers. Our alumina products are mainly transported by rail or trucks and our primary aluminum products are delivered to our customers primarily by rail. There is no assurance that we can always enjoy sufficient transportation capacity or we will not experience transportation interruption in the future. Furthermore, natural disasters may cause interruption to the transportation system, which could in turn affect the transportation of our products. In addition, any changes in fuel prices or fuel supply may be unpredictable and beyond our control. There is no assurance that shortage of fuel will not occur in the future. Any surge in fuel prices or shortage of fuel supply may lead to increases in our operation and transportation costs. If we are unable to make timely deliveries due to logistical and transportation disruptions, or transfer the increased costs to our customers, our production, reputation and results of operations may be adversely affected.

We may not successfully develop and implement new methods and processes.

A main objective of our research and development is to develop new methods and processes to improve the efficiency of our alumina refineries to increase our production yield from bauxite with low alumina-to-silica ratio. If the supply of high quality bauxite with a high alumina-to-silica ratio in China declines, our failure to develop such methods and processes and incorporate them into our production could impede our efforts to reduce unit costs and diminish our competitiveness.

The bauxite reserve data in this annual report are only estimates, which may prove to be inaccurate.

The bauxite reserve data on which we base our production, revenue and expenditure plans are estimates that we have developed internally and may prove inaccurate. There are numerous uncertainties inherent in estimating quantities and qualities of reserves, including many factors beyond our control. If these estimates are inaccurate or the indicated tonnages are not recovered, our business, financial condition, and results of operations may be materially and adversely affected.

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Our mining operations have limited mine lives and eventual closure of these operations will entail costs and risks regarding ongoing monitoring, rehabilitation and compliance with environmental standards.

Our existing mining operations in the PRC and overseas have limited mine lives and will eventually be depleted. We need to perform certain procedures to remedy and rehabilitate the environmental and social impact that our mining operations have had on local communities and the environment. Remediation, rehabilitation, closure and removal of our facilities will incur various costs and are subject to various risks. The key costs and risks for mine closures include, but are not limited to, (i) long-term management of permanent engineered structures and acid rock drainage; (ii) closure in accordance with local or international environmental standards; (iii) orderly retrenchment of employees and the third-party contractors; and (iv) relinquishment of the site with associated permanent structures and community development infrastructure and programmes to new owners. There is no assurance that such closure of mines will be successful and without delays or additional costs, in which case we may be subject to increased costs, penalties or other administrative actions, damages to reputation, even suspension and cancellation of mining permits, the occurrence of which would cause a material and adverse effect to our business, financial condition and results of operations.

Failure to discover new reserves or resources, maintain or enhance existing reserves or resources, develop new mining operations or expand our current mining operations could negatively affect our business, financial condition and results of operations.

Mining exploration is unpredictable in nature. The success of any mining exploration programme depends on various factors, many of which are beyond our control. Due to the unpredictable and speculative nature of the mining industry, there is no assurance that any exploration programme that we are currently undertaking or may undertake in the future will result in the discovery of valuable reserves or resources. There is no assurance that reported resources can be converted into reserves. Furthermore, actual results upon production may differ from those anticipated at the time of discovery. To access additional reserves in explored areas, we will need to successfully complete development projects, including but not limited to extending existing mines and developing new mines. There are a number of uncertainties inherent in the development and construction of any new mine or an extension of an existing mine, including but not limited to (i) the availability and timing of necessary governmental approvals; (ii) the timing and cost necessary to construct mining and processing facilities; (iii) the availability and cost of labor, utilities, auxiliary materials and other supplies and the accessibility of transportation and other infrastructure; and (iv) the availability of funds to finance construction and production activities. There is no assurance that any future exploration activities or development projects will extend the life of our existing mining operations or result in any new economic mining operations and such failure may have a material adverse effect on our business, financial condition and results of operations.

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Our significant indebtedness could adversely affect our business, financial condition and results of operations.

We are subject to a high degree of financial leverage. We have relied, and expect to continue to rely, on both short-term and long-term borrowings to fund a significant portion of our capital requirements. As of December 31, 2015, we had approximately RMB54.4 billion in outstanding short-term bonds and short-term bank borrowings (including the current portion of long-term bank and other borrowings) and RMB53.7 billion in outstanding long and medium-term bonds and long-term bank and other borrowings (excluding the current portion of these borrowings). Please see Note 20 to our audited consolidated financial statements for more detailed information about our borrowings. Primarily as a result of this, we had net current liabilities of RMB16.8 billion as of December 31, 2015. This level of debt could have significant consequences on our operations, including:

- * making it more difficult for us to fulfill payment and other obligations under our outstanding debt, including repayment of our debt and credit facilities should we be unable to obtain extensions for any such debt or credit facilities before they mature. Please see "Item 5 - Operating and Financial Review and Prospects - B. Liquidity and Capital Resources" for maturities of our outstanding long-term borrowings;
- * reducing the availability of cash flows to fund working capital, capital expenditures, acquisitions and other general corporate purposes;
- * exposing us to interest rates fluctuations on our borrowings and the risk of being unable to rollover, extend or refinance our borrowings as necessary;
- * potentially increasing the cost of additional financing and making it more difficult for us to conduct equity financings in the capital markets or obtain government approvals to seek additional financing; and
- * putting pressure on our ADS price due to concerns of our ability to repay our debt.

Our ability to meet our payment and other obligations under our outstanding debt depends on our ability to generate cash flows in the future or to refinance such debt. We cannot assure you that our business will generate sufficient cash flows from operations to satisfy our obligations under our outstanding debt and to fund other liquidity needs. If we are not able to generate sufficient cash flows to meet such obligations, we may need to refinance or restructure our debt, reduce or delay capital investments, or seek additional equity or debt financing. The sale of additional equity securities could result in dilution to our ADS holders. A shortage of financing could in turn impose limitations on our ability to plan for, or react effectively to, changing market conditions or to expand through organic and acquisitive growth, thereby reducing our competitiveness. We cannot assure you that future financing will be available in amounts or on terms acceptable to us, if at all.

The instruments governing our senior debt contain certain financial and other covenants that restrict our ability to pay dividends, raise further debt and take other corporate actions which may adversely affect our business.

We completed the issuance of US\$350 million in aggregate principal amount of 6.625% senior perpetual capital securities and US\$400 million in aggregate principal amount of 6.25% senior perpetual capital securities (together, the "Securities") in October 2013 and April 2014, respectively, through Chalco Hong Kong Investment Company Limited (the "Issuer") with guarantees to the repayment obligations of the Securities provided by

seven of our subsidiaries including Chalco Hong Kong Limited (the "Subsidiary Guarantors"). The indentures governing the Securities contain a number of significant financial and other covenants. Such covenants restrict, subject to certain exceptions, among other things, our and our subsidiaries' ability to create, or have outstanding, any security interest upon our or our subsidiaries' present or future undertaking, assets or revenues to secure any indebtedness which is in the form of bonds, notes, debentures, loan stock or other securities which for the time being are, or are intended to be or capable of being, quoted, listed or dealt in or traded on any stock exchange or over-the-counter or other securities market ("Relevant Indebtedness") which is issued outside the PRC, our ability to create or have any Relevant Indebtedness which is issued outside the PRC, our ability to create or have outstanding any guarantee or indemnity in respect of any Relevant Indebtedness which is issued outside the PRC and the Issuer's, Subsidiary Guarantors' and their respective subsidiaries' ability to create, or have outstanding, any security interest upon their present or future undertaking, assets or revenues to secure any Relevant Indebtedness or any guarantee or indemnity in respect of any Relevant Indebtedness or to sell or otherwise dispose of capital stock held or controlled by it in any direct or indirect subsidiary of Chalco Hong Kong Limited which is not a Subsidiary Guarantor. In addition to the Securities, our Company issued RMB2,000 million in aggregate principal amount of 5.50% perpetual medium-term notes (the "2015 Perpetual Medium-term Notes") in China. Pursuant to the terms of the 2015 Perpetual Medium-term Notes, while any coupon distribution payments are unpaid or deferred, the headquarters of the Company cannot declare or pay dividends to shareholders or decrease the share capital, or make material fixed asset investments of the headquarters of the Company.

As a result of the covenants, our ability to pay dividends or other distributions on our ordinary shares and the ADSs may be limited. These covenants also restrict our ability to raise additional fund in the future through issuing Relevant Indebtedness which is issued outside the PRC or creating or having any guarantee or indemnity in respect of any Relevant Indebtedness which is issued outside the PRC and may restrict our ability to engage in some transactions that we expect to be of benefit to us.

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The Securities are guaranteed by certain of our subsidiaries. A breach of any of the covenants in the indenture governing the Securities could result in a redemption of the Securities at our discretion or an increase of coupon rate if we do not redeem the Securities upon a breach of such covenants. If we default under the Securities in the future, the holders may enforce their claims against the guarantors to satisfy our obligations to them. In addition, such default may result in a default and acceleration of our senior debt and the holders of our senior debt could gain ownership of the capital stock of certain of our wholly owned subsidiaries (if such capital stock is pledged for such senior debt) and/or enforce their claims against the assets of the guarantors (if guarantee is provided for such senior debt). We conduct substantially all of our operations in China and substantially all of our assets are located in China and, if we default under our senior debt, we would lose control or ownership of our assets and operations in China and there may be few or no assets remaining with which we could conduct our business or from which the claims of our other creditors could be satisfied.

The interests of our controlling shareholder who exerts significant influence over us may conflict with ours.

As of December 31, 2015, our largest shareholder, Chinalco, directly owned 32.81% of our issued share capital and indirectly owned an additional 2.00% of our issued share capital through its controlled entities. The interests of Chinalco may conflict or even compete with our interests and those of our public shareholders. Chinalco may take actions that are in the interest of its subsidiaries, associates and other related entities to our detriment. For example, Chinalco may seek to influence our decision as to the amount of dividends we declare and distribute. Any increase in our dividend payout would reduce funds otherwise available for reinvestment in our businesses and thus may adversely affect our future prospects and financial condition.

In addition, Chinalco and a number of its subsidiaries and associates provide a range of services to us, including engineering and construction services, social services, land and property leasing as well as the supply of raw and supplemental materials. It would be difficult to find an alternative source for some services that we receive from Chinalco. Our cost of operations may increase if Chinalco, its subsidiaries and associates are unable to continue providing such services to us.

We are subject to, and incur costs to comply with, environmental laws and regulations.

As we produce air emissions, discharge waste water, and handle hazardous substances at our bauxite mines, alumina refineries and aluminum smelters, we are subject to, and incur costs to comply with, environmental laws and regulations.

Given the magnitude, complexity and continuous amendments to these laws and regulations, compliance therewith may be onerous or may involve substantial financial resources and other resources to establish efficient compliance and monitoring systems. The liabilities, costs, obligations and requirements associated with these laws and regulations may therefore be substantial and may delay the commencement of, or cause interruptions to, our operations. Non-compliance with the relevant laws and regulations applicable to our operations may even result in substantial penalties or fines, suspension or revocation of our relevant licenses or permits, termination of government contracts or suspension of our operations. Such events could impact our operating results, financial condition and reputation, all of which could adversely impact the Group's ability to be profitable and attract new customers. We were fined for breaches of environmental laws and regulations and there is no assurance that there will not be any further breaches in the future.

In addition, the environmental laws and regulations in the PRC and other jurisdictions in which we operate continue to evolve. As a result, we may incur significant additional costs if relevant laws and regulations change or enforcement of existing laws and regulations becomes more rigorous. For instance, to comply with the requirement of desulphurization and denitration in China, we were requested to invest in upgrading or remoulding certain production facilities. Further, our overseas expansion projects are subject to foreign environmental laws and regulations. Failure to comply with environmental laws and regulations may trigger a variety of administrative, civil and criminal enforcement measures, including the assessment of monetary penalties, the imposition of remedial requirements and the issuance of orders enjoining future operations, all of which may materially and adversely affect our business operations.

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We are subject to administrative policies and orders relating to China's Energy-Saving and Emission Reduction Goals that could adversely affect our production.

We are subject to administrative energy-saving and emission reduction policies and orders carried out by the central and provincial governments in accordance with China's Energy-Saving and Emission Reduction Goals. On July 18, 2013, the Ministry of Industry and Information Technology of the PRC ("MIIT") issued the Standard Conditions for Aluminum Industry, which sets forth various standards for existing and new projects, including standards for environment protection, energy consumption, and utilization of resources. In order to meet these standards, we may be required to update our equipment and improve our technology, which could delay our production or result in additional costs and expenses. The occurrence of any of the foregoing could have an adverse effect on our business, results of operations and financial condition.

Our business is subject to unplanned business interruptions that may adversely affect our performance.

We may experience accidents in the course of our operations, which may cause significant property damage and personal injuries. Significant accidents and natural disasters may cause interruptions to our operations or result in property or environmental damage, an increase in operating expenses or loss of revenues. The occurrence of accidents, natural disasters and the resulting consequences may not be covered adequately, or at all, by the insurance policies we carry. Losses or payments incurred by us as a result of major accidents or natural disasters may have a material and adverse effect on our results of operations if such losses or payments are not fully insured.

We have not obtained valid titles or land use rights to certain properties or land parcels that we occupy.

We had not obtained valid ownership certificates to certain properties that we occupy. These properties are used primarily for production plants and daily operations management. As of December 31, 2015, the book value of our properties with defective titles is RMB5,105.2 million, which represented approximately 3.0% of our net asset value. In addition, we had not obtained land use rights to certain land parcels, which we use primarily for our production plants. As of December 31, 2015, the book value of these land parcels is RMB384.1 million, represented approximately 0.2 % of our net asset value. We have applied to the appropriate authorities to obtain the relevant ownership certificates. We cannot give any assurance that ownership dispute will not occur or that third parties will not assert any claims against us for compensation in respect of any use of these properties or land parcels.

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Our business involves inherent risks and occupational hazards, which could damage our reputation, subject us to liability claims and cause substantial costs to us.

Our business involves inherent risks and occupational hazards. Under our mining operations, we engage or may engage in certain inherently risky and hazardous activities, including, among others, operations at height or on dangerous terrains, underground excavation and construction, use of heavy machinery, mining and handling of flammable and explosive materials, and we are therefore subject to risks associated with these activities, including, among others, geological catastrophes, toxic gas and liquid leakages, equipment failures, industrial accidents, fire, explosions and underground water leakages. Although we conduct geological assessments on mining conditions and adapt our mining plans to the mining conditions at each mine, we cannot assure you that adverse mining conditions will not endanger our workforce, increase our production costs, reduce our bauxite or coal output or temporarily suspend our operations. The occurrence of any of the foregoing events or conditions could have a material adverse impact on our business and results of operations. Additionally, we are exposed to operational risks associated with industrial or engineering activities, such as maintenance problems or equipment failures. These risks and hazards may result in personal injury and fatal casualties, damage to or destruction of properties or production facilities, and pollution and other environmental damage. Any of these consequences, to the extent they are significant, could result in business interruption, possible legal liability and damage to our business reputation and corporate image.

Our mines and operating facilities may be damaged by water, gas, fire or cave-ins due to unstable geological structures. Any significant accident, business disruption or safety incident could result in substantial uninsured costs and the diversion of our resources, which could materially and adversely affect our business operations and financial condition.

We may be subject to product liability claims.

Some of the products we sell or manufacture may expose us to product liability claims relating to property damage or personal injury. The successful assertion of product liability claims against us could result in significant damage payments and harm to our reputation, which in turn could have a material adverse effect on our business, financial condition and results of operations.

We are subject to risks normally associated with cross-border transactions, and our export products have been and may become subject to anti-dumping or countervailing duty proceedings.

We generate revenue from exports of certain alumina chemical products and certain non-ferrous metals and minerals products to foreign jurisdictions. Such foreign jurisdictions may take restrictive measures, including, among others, anti-dumping duties and other non-tariff barriers, to protect their own markets. Our sales in major overseas markets may be adversely affected by increases in or new impositions of anti-dumping duties, countervailing duties, quotas or tariffs imposed on our exports. Further increases in or new imposition of anti-dumping duties, countervailing duties, quotas or tariffs on our sales in these markets could adversely affect the exports to these regions in the future. By virtue of our transactions with parties outside the PRC, we will be subject to the risks normally associated with cross-border business transactions and activities. We will also be exposed to the risk of changes in social, legal, political and economic conditions in the foreign jurisdictions to which we export. In particular, unexpected changes in regulatory requirements, tariffs and other trade barriers and price or exchange controls could limit our operations and make the repatriation of profits difficult.

We are subject to litigation risks.

In the ordinary course of business, claims involving project owners, customers, suppliers and subcontractors may be brought against us and by us in connection with our contracts. If we were found to be liable on any of the claims, we would have to incur a charge against earnings to the extent a reserve had not been established for the matter in our accounts, or to the extent the claims were not sufficiently covered by our insurance coverage. Both claims brought against us and by us, if not resolved through negotiations, are often subject to lengthy and expensive litigation or arbitration proceedings. Charges associated with claims brought against us and write-downs associated with claims brought by us could have a material adverse impact on our business, financial condition, results of operations and cash flow. Moreover, legal proceedings resulting in judgments or findings against us may harm our reputation and damage our prospects for future contract awards.

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We face counterparty risks.

While we generally sell goods and provide services to reputable customers and evaluate the customers' credit in accordance with our internal risk management criteria, such as their credit history and likelihood of default, we have limited access to information about our customers and we may encounter difficulties in the collection of receivables in certain countries that we have less experience in our dealings. Therefore, we cannot guarantee that all of our customers will fully perform their obligations under their respective contracts with us, and the deterioration of any customers' credit or payment conditions may result in those customers defaulting on their contractual obligations, which could materially and adversely affect our business, financial condition and results of operations. In addition, disputes with governmental entities and other public organizations could potentially lead to contract termination if these remain unresolved or may take a considerably longer period of time to resolve than disputes with counterparties in the private sector, and payments from these entities and organizations may be delayed as a result.

We may be exposed to claims in relation to the unsatisfactory performance of third-party service providers, and disputes with business partners may also adversely affect our business.

We rely on third-party service providers for certain services, including but not limited to mining infrastructure construction, logistics services or warehouse management. Therefore, we are exposed to the risk that our third-party service providers may fail to perform their obligations, which may adversely affect our business operations. In addition, from time to time, we co-operate with business partners to develop our business, including acquiring strategic mining resources or businesses that complement our own business line. Furthermore, we operate certain mining projects through joint venture arrangements and may enter into further joint ventures in the future along with the expansion of our operations. We may have disputes with these business partners or joint venture partners over various aspects, such as performance of each party's obligations, scope of each party's responsibilities, product quality and logistics services. If such disputes cannot be settled in a timely manner, our financial condition and business may be adversely affected.

Failure to hire and retain management executives, technicians and other qualified personnel could adversely affect our business and prospects.

The growth of our business operations depends on the continued services of our senior management team. The industry experience, expertise and contributions of our executives and other members of our senior management are essential to our continued success. We will require an increasing number of experienced and competent executives in the future to implement our growth plans. If we were to lose the services of any of our key management members and were unable to recruit and retain personnel with equivalent qualifications at any time, the management and growth of our business could be adversely affected.

Competition for qualified personnel in general is intense in the PRC and other markets where we operate. We cannot guarantee that we will be able to maintain an adequate skilled labor force necessary for us to execute our projects or to perform other corporate activities, nor can we guarantee that staff costs will not increase as a result of a shortage in the supply of skilled personnel. If we fail to attract and retain personnel with suitable managerial, technical or marketing expertise or maintain an adequate labor force on a continuous basis, our business operations could be adversely affected and our future growth and expansions may be inhibited.

We may not be able to detect and prevent fraud or other misconduct committed by our employees, representatives, agents, customers or other third parties.

We may be exposed to fraud or other misconduct committed by our employees, representatives, agents, customers or other third parties that could subject us to litigation, financial losses and sanctions imposed by governmental authorities, as well as affect our reputation. These misconduct could include:

- * hiding unauthorized or unsuccessful activities, resulting in unknown and unmanaged risks or losses;
- * intentionally concealing material facts, or failing to perform necessary due diligence procedures designed to identify potential risks, which are material to us in deciding whether to make investments or dispose of assets;
- * improperly using or disclosing confidential information;
- * engaging in improper activities such as offering bribes to counterparties in return for any type of benefits or gains;
- * misappropriation of funds;
- * conducting transactions that exceed authorized limits;
- * engaging in misrepresentation or fraudulent, deceptive or otherwise improper activities;
- * engaging in unauthorized or excessive transactions to the detriment of our customers; or
- * otherwise not complying with applicable laws or our internal policies and procedures.

Our internal control procedures are designed to monitor our operations and ensure overall compliance. However, such internal control procedures may be unable to identify all incidents of non-compliance or suspicious transactions in a timely manner if at all. Furthermore, it is not always possible to detect and prevent fraud and other misconduct, and the precautions we take to prevent and detect such activities may not be effective.

There is no assurance that fraud or other misconduct will not occur in the future. If such fraud or other misconduct does occur, it may cause negative publicity as a result, and could have a material and adverse effect on our business, financial condition and results of operations.

Our operations are affected by a number of risks relating to conducting business in the PRC.

As a significant majority of our assets and operations are located in the PRC, we are subject to a number of risks relating to conducting business in the PRC, including the following:

- * The central and local PRC government continues to exercise a substantial degree of control and influence over the aluminum industry in China and shape the structure and development of the industry through the imposition of industry policies governing major project approvals and safety, environmental and quality regulations. If the PRC government changes its current policies or the interpretation of those policies that are currently beneficial to us, we may face pressure on profit margins and significant constraints on our ability to expand our business operations.
- * The PRC government exercises control over China's economic growth through the allocation of resources, control of payments of obligations denominated in foreign currencies and monetary and tax policies. Some of these measures benefit the overall economy of China, but may have a materially adverse impact on us.
- * In 2005, China adopted a managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band based on supply and demand with reference to a basket of currencies. Since then the exchange rate between U.S. dollar and Renminbi has fluctuated and become increasingly unpredictable following the global financial crisis with increasing pressure on the Renminbi to appreciate. In April 2012, the PRC government took a milestone step in turning the Renminbi into a global currency by doubling the size of its trading band against the U.S. dollar, pushing through a crucial reform that further liberalizes its financial markets. The People's Bank of China further allows the Renminbi to rise or fall 2% from a mid-point every day, effective on March 17, 2014, compared with its previous

1% limit. In recent months the RMB has depreciated significantly against the U.S. dollar. It is difficult to predict how market forces or PRC or U.S. government policy may impact the exchange rate between the RMB and the U.S. dollar in the future. Any appreciation or depreciation of the Renminbi will affect the value of our US dollar-denominated borrowings and overseas investments, the prices of our export sales denominated in foreign currencies and the Renminbi equivalent value of our trade and notes receivable denominated in foreign currencies, which may affect our financial condition and results of operations. Our financial condition and operating performance may also be affected by changes in the value of currencies other than Renminbi in which our earnings and obligations are denominated.

- * The PRC legal system is developing. Laws are enacted and amended and new regulations are issued relatively constantly. In addition, the PRC legal system is very different from common law system and precedents have limited effects in the PRC legal system. As such, it may involve uncertainties to enforce or obtain a remedy under any of our present or future agreements which could result in a significant loss of business, business opportunities or capital.

The audit reports included in this annual report are prepared by auditors who are not inspected by the Public Company Accounting Oversight Board and, as such, you are deprived of the benefits of such inspection.

Auditors of companies that are registered with the SEC and traded publicly in the United States, including our independent registered public accounting firms, must be registered with the US Public Company Accounting Oversight Board (United States) (the "PCAOB") and are required by the laws of the United States to undergo regular inspections by the PCAOB to assess their compliance with the laws of the United States and professional standards. Because we have substantial operations within the PRC and the PCAOB is currently unable to conduct inspections of the work of our auditors as they relate to those operations without the approval of the Chinese authorities, our auditors' work related to our operations in China is not currently inspected by the PCAOB.

This lack of PCAOB inspections of audit work performed in China prevents the PCAOB from regularly evaluating audit work of any auditor that was performed in China including that performed by our auditors. As a result, investors may be deprived of the full benefits of PCAOB inspections.

The inability of the PCAOB to conduct inspections of audit work performed in China makes it more difficult to evaluate the effectiveness of our auditors' audit procedures as compared to auditors in other jurisdictions that are subject to PCAOB inspections on all of their work. Investors may lose confidence in our reported financial information and procedures and the quality of our financial statements.

Proceedings instituted recently by the SEC against five PRC-based accounting firms could result in our financial statements being determined to not be in compliance with the requirements of the Exchange Act.

In December 2012, the SEC brought administrative proceedings against five accounting firms in China, alleging that they had refused to produce audit work papers and other documents related to certain other China-based companies under investigation by the SEC for potential accounting fraud. On January 22, 2014, an initial administrative law decision was issued, censuring these accounting firms and suspending four of the five firms from practicing before the SEC for a period of six months. The decision is neither final nor legally effective unless and until reviewed and approved by the SEC. The four firms which are subject to the six month suspension from practicing before the SEC have recently appealed the initial administrative law decision to the SEC. The sanction will not become effective until after a full appeal process is concluded and a final decision is issued by the SEC. The accounting firm can also further appeal the final decision of the SEC through the federal appellate courts. We were not and are not subject to any SEC investigations, nor are we involved in the proceedings brought by the SEC against the accounting firms. However, the independent registered public accounting firms that issue the audit reports included in our annual reports filed with the SEC is affiliated to one of the four accounting firms above.

On May 24, 2013, the PCAOB announced that it had entered into a Memorandum of Understanding on Enforcement Cooperation with the CSRC and the Ministry of Finance of the PRC (the "MOF"), which establishes a cooperative framework between the parties for the production and exchange of audit documents relevant to investigations in the United States and China. In February 2015, each of the four accounting firms agreed to a censure and to pay a fine to the SEC to settle the dispute and avoid suspension of their ability to practice before the SEC. The firms' ability to continue to serve all their respective clients is not affected by the settlement. The settlement requires the firms to follow detailed procedures to seek to provide the SEC with access to Chinese firms' audit documents via the CSRC. If the firms do not follow these procedures, the SEC could impose penalties such as suspensions, or it could restart the administrative proceedings. The settlement did not require the firms to admit to any violation of law and preserves the firms' legal defenses in the event the administrative proceeding is restarted.

In the event that the SEC restarts the administrative proceedings, depending upon the final outcome, listed companies in the United States with major PRC operations may find it difficult or impossible to retain auditors in respect of their operations in the PRC, which could result in financial statements being determined to not be in compliance with the requirements of the Exchange Act, including possible delisting. Moreover, any negative news about the proceedings against these audit firms may cause investor uncertainty regarding China-based, United States-listed companies and the market price of our ADSs may be adversely affected.

If our independent registered public accounting firms were denied, temporarily, the ability to practice before the SEC and we were unable to timely find another registered public accounting firm to audit and issue an opinion on our financial statements, our financial statements could be determined to not be in compliance with the requirements of the Exchange Act. Such a determination could ultimately lead to the delisting from the NYSE or deregistration from the SEC, or both, which would substantially reduce or effectively terminate the trading of our ADSs in the United States.

ITEM 4. INFORMATION ON THE COMPANY

A. HISTORY AND DEVELOPMENT OF THE COMPANY

We were incorporated as a joint stock limited company under the Company Law of the PRC on September 10, 2001 under the corporate name Aluminum Corporation of China Limited. Our principal executive and registered office is located in the People's Republic of China at No. 62 North Xizhimen Street, Haidian District, Beijing, China 100082, and our telephone number is (86) 10 8229 8560.

Pursuant to a reorganization agreement entered into among Chinalco, Guangxi Investment and Guizhou Development in 2001, substantially all of Chinalco's alumina and primary aluminum production operations, as well as a research institute and other related assets and liabilities, were transferred to us upon our formation. We acquired our bauxite mining operations and associated mining rights from Chinalco in a separate mining rights agreement.

We are a vertically integrated aluminum producer with operations in bauxite and coal mining, alumina refining and primary aluminum smelting. We also produce ancillary products and services derived from or related to our aluminum operations. In addition, we are engaged in trading of alumina, primary aluminum, aluminum fabrication products, other non-ferrous metal products, coal products and raw and ancillary materials in bulk domestically and internationally. Since 2013, we have expanded our operations into power generation.

We have substantially increased the size and scope of our operations through organic growth as well as selective acquisitions and joint ventures. Our key operating assets currently include six subsidiaries mainly engaged in bauxite mining; one integrated alumina and primary aluminum production plant; nine stand-alone alumina refineries, including our Zhengzhou Institute; 11 stand-alone primary aluminum smelters; one carbon production plant and one integrated power generation company with coal mining operations. All of our principal alumina and primary aluminum production facilities are operated in accordance with ISO14001 standards.

Disposal of Aluminum Fabrication Business

In line with our development strategy to focus on the upstream sectors of the aluminum industry chain and the production of high value added products, we disposed of substantially all of our aluminum fabrication operations to Chinalco pursuant to the approval of shareholders at the 2012 annual general meeting on June 27, 2013.

On May 13, 2013, we submitted the tender notice to CBEX to dispose of the equity interest we held in eight aluminum fabrication enterprises, including Henan Aluminum, Chalco Southwest Aluminum, Chalco Southwest Aluminum Cold Rolling, Huaxi Aluminum, Qingdao Light Metal, Chalco Ruimin, Chalco Sapa Aluminum Products (Chongqing) Co., Ltd. and Guizhou Chalco Aluminum Co., Ltd. (collectively, "Aluminum Fabrication Interests") through open tender. Chinalco participated in and won the bid for the Aluminum Fabrication Interests on June 7, 2013. We entered into an agreement (the "Aluminum Fabrication Interests Transfer Agreement") with Chinalco on June 9, 2013 for the disposal of Aluminum Fabrication Interests for a consideration of RMB3,242.2 million. Such consideration was the initial bidding price, which was determined with reference to the appraised value of the Aluminum Fabrication Interests. Pursuant to the Aluminum Fabrication Interests Transfer Agreement, Chinalco agreed to pay the consideration in cash in two installments, namely, 30% of the consideration to be paid within five business days after the effective date of the agreement and 70% of the consideration to be paid by June 30, 2014. Chinalco must pay interest for the second installment for the period starting from the date immediately after the effective date until the payment date at the one-year lending rate set by the PBOC. The disposal was approved at the 2012 annual general meeting held on June 27, 2013 and we completed the disposal on June 27, 2013. As of the date of this annual report, Chinalco had paid the consideration in full.

As a condition of the disposal of the Aluminum Fabrication Interests, on June 9, 2013, we entered into an agreement with Chinalco to transfer the outstanding entrusted loans we provided to Henan Aluminum and Qingdao Light Metal as of December 31, 2012 to Chinalco for a consideration of RMB1,756.0 million. Such consideration was determined based on negotiations between the parties, with reference to the appraised total value of the loans. Pursuant to the agreement, Chinalco agreed to pay the consideration in cash in five equal instalments of RMB351.2 million, with the last installment, together with the relevant interests at the one-year lending rate set by the PBOC, to be paid by June 30, 2017. The transfer was approved at the 2012 annual general meeting held on June 27, 2013 and we completed the transfer on June 27, 2013. As of the date of this annual report, Chinalco had paid the first three installments had been paid in accordance with the agreement.

In addition, we entered into an agreement with Northwest Aluminum Fabrication Plant, a subsidiary of Chinalco, on June 6, 2013 to dispose of all the assets of Northwest Aluminum for RMB1,659.6 million. Such consideration was determined based on negotiations between the parties, with reference to the appraised net asset value of Northwest Aluminum. Pursuant to the agreement, Northwest Aluminum Fabrication Plant agreed to pay the consideration in cash in five equal instalments of RMB331.9 million, with the last installment, together with the relevant interests at the one-year lending rate set by the PBOC, to be paid by June 30, 2017. The disposal was approved at the 2012 annual general meeting held on June 27, 2013 and we completed the disposal on June 27, 2013. As of the date of this annual report, Northwest Aluminum Fabrication Plant had paid the first three installments in accordance with the agreement.

Disposal of Assets of Alumina Production Line of Guizhou Branch

On June 6, 2013, we entered into an agreement with Guizhou Aluminum Plant, a subsidiary of Chinalco, to dispose of the assets of alumina production line of our Guizhou branch for a consideration of RMB4,429.0 million. Such consideration was determined based on negotiations between the parties, with reference to the appraised net asset value of such alumina assets of our Guizhou branch. Pursuant to the agreement, Guizhou Aluminum Plant agreed to pay the consideration in cash in five equal instalments of RMB885.8 million, with the last installment, together with the relevant interests at the one-year lending rate set by the PBOC, to be paid by June 30, 2017. The disposal was approved at the 2012 annual general meeting held on June 27, 2013 and we completed the disposal on June 27, 2013. As of the date of this annual report, the first three installments had been paid in accordance with the agreement.

We decided to dispose of the assets of alumina production line of Guizhou branch because the district in which they were located had been changed from an industrial district to a commercial district based on the local urban plan, which will significantly increase Guizhou branch's environmental compliance costs. We built a new alumina refinery in an area relatively close to major bauxite and coal mines in Guizhou Province, which commenced production with an annual capacity of 1.6 million tons of alumina in 2015.

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Disposal of Equity Interest in Shanxi Huaxing

The proceeds from the private placement of A shares was proposed to invest in Chalco Xing County Alumina Project, the Chalco Zhongzhou Bayer Ore-dressing Process Expansion Construction Project, and the replenishment of our working capital. The Chalco Xing County Alumina Project, which was carried out by Shanxi Huaxing, commenced construction in May 2011 and undertook full operation in 2014. After the completion of private placement of A shares in June 2015, the Board resolved to replace the funds which has been invested by us in advance with the proceeds raised from the private placement of A shares. In light of our strategic blueprint for the development of Shanxi aluminum recycle industrial park, we planned to introduce strategic investors for joint investment and cooperation to develop new model of integrated coal, electricity and aluminum operations. In December 2015, the Group entered into an equity transfer agreement with Shenzhen CR Yuanda Asset Management Co., Ltd, a state-owned entity, to transfer 50% equity interests in Shanxi Huaxing, a wholly owned subsidiary, through the Shanghai United Assets and Equity Exchange at a price of RMB2,351 million. The price was determined based on the appraisal value provided by an independent qualified appraisal company. According to the Equity Transfer Agreement, 30% of the consideration amounting to RMB705 million has been received by us in December 2015, whereas the remaining amount of RMB1,646 million would be paid within one year from the effective date of the Equity Transfer Agreement and the balance is interest bearing charged at prevailing lending interest rate.

Transfer of Shares of Jiaozuo Wanfang

On January 22, 2015 and January 23, 2015, we decreased our shareholding in Jiaozuo Wanfang by 4,758,858 shares through the securities exchange system of the Shenzhen Stock Exchange. In March 2015, we transferred 100,000,000 shares of Jiaozuo Wanfang to Geo-Jade Petroleum Corporation

by way of agreement after the public solicitation for potential transferees. On June 25, 2015, we further transferred 42,550,900 shares of Jiaozuo Wanfang by way of block trading through the securities exchange system of the Shenzhen Stock Exchange. On December 18, 21 and 22, 2015, we reduced our shareholding in Jiaozuo Wanfang by 16,695,100 shares through centralized bidding trading system of the Shenzhen Stock Exchange. From December 23 to 25, 2015, we reduced our shareholding in Jiaozuo Wanfang by 13,865,000 shares through centralized bidding trading system of the Shenzhen Stock Exchange and block trading. As a result, we held 29,582,057 shares of Jiaozuo Wanfang as of December 31, 2015, representing 2.46% of total share capital of Jiaozuo Wanfang.

Disposal of Certain Assets of Guizhou Branch

Guizhou Branch entered into a land reserve acquisition cooperation agreement with the People's Government of the Baiyun District of Guiyang, Guiyang Land Reserve Center, and Guizhou Aluminum Plant on November 13, 2015. As the land of Guizhou Aluminum Plant occupied by the electrolytic aluminum plant of Guizhou Branch shall be transferred to the respective land resources and reserve authorities, Guizhou Branch agreed to sell the relevant assets, including buildings and structures located on the land occupied by the electrolytic aluminum plant of Guizhou Branch to the Guiyang Land Reserve Center for a total consideration of RMB1.95 billion. The consideration was determined based on the asset appraisal conducted by an independent asset appraisal firm.

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Construction Projects

As of the date of this annual report, we have undertaken a number of facility expansion projects in China. See "- D. Property, Plants and Equipment - Our Expansion."

Overseas Development

On July 29, 2010, we entered into a joint development agreement with Rio Tinto and Rio Tinto Iron Ore Atlantic Limited, an affiliate of Rio Tinto, for the development and operation of the Simandou Project, a premium open-pit iron ore mine located in Guinea, West Africa. This agreement provides that we (via our subsidiary) would acquire 47% of the equity interest in a joint venture company to be incorporated by Rio Tinto for an earn-in payment of US\$1.35 billion, and Rio Tinto would transfer its entire 95% of the equity interest in its project company for the Simandou Project, Simfer S.A., to the joint venture company.

On April 22, 2011, Rio Tinto Mining & Exploration Limited, a wholly-owned subsidiary of Rio Tinto, Simfer S.A. and the Government of Guinea entered into a settlement agreement, which, amongst other things, provided that the Government of Guinea would be entitled to acquire up to 35% of the equity interest in Simfer S.A. On November 28, 2011, we, through Chalco Hong Kong, established Chalco Iron Ore under the laws of Hong Kong with the China-Africa Development Fund and three leading PRC enterprises in the steel, port building and railway construction industries to serve as an investment vehicle for investing in the Simandou Project. We, through Chalco Hong Kong, hold 65% and the other investors collectively hold 35% of the equity interest in Chalco Iron Ore.

Following the approvals of the relevant PRC authorities in March and April 2012, Chalco Hong Kong contributed approximately US\$878 million to Chalco Iron Ore, representing 65% of the US\$1.35 billion earn-in to be paid by Chalco Iron Ore to Simfer Jersey Limited, the joint venture company incorporated by Rio Tinto under the laws of Jersey to implement the joint development agreement, as amended. On April 24, 2012, Chalco Iron Ore paid in full the total earn-in payment of US\$1.35 billion to Rio Tinto and acquired its 47% equity interest in Simfer Jersey Limited. Simfer Jersey Limited currently holds 95% of the equity interest in Simfer S.A., with the remaining 5% being held by International Finance Corporation. In addition, during the period from May 2012 to the end of 2013, Chalco Iron Ore injected approximately US\$561.5 million in the form of capital contribution based on its proportion of equity interest to Simfer Jersey Limited for the development and operation of the Simandou Project pursuant to the joint development agreement, as amended. Meanwhile, the other shareholder of Simfer Jersey Limited also injected the capital contribution based on its proportion of equity interest to Simfer Jersey Limited. On October 18, 2013, we entered into a share purchase agreement with Chinalco and its wholly-owned subsidiary, Aluminum Corporation of China Overseas Holdings Limited ("Chinalco Overseas Holdings"), to dispose of 65% of the equity interest in Chalco Iron Ore and transfer outstanding bank loans provided by China Development Bank Corporation ("CDB") to Chinalco Overseas Holdings for a consideration of US\$2,066.5 million (the "Equity Interest") and US\$438.8 million (the "Loan Consideration"), respectively. The bank loans were used for Chalco Hong Kong's capital contribution in Chalco Iron Ore. The Equity Interest was determined with reference to 65% of the valuation of Chalco Iron Ore and the Loan Consideration was determined based on the principal amount of such outstanding bank loans as shown in the financial statements of Chalco Hong Kong.

We believe that such disposal will enable us to focus on the development of our core business of alumina and primary aluminum operations, where we have established leading market positions, and to reduce future capital expenditures on iron ore development and to improve asset-to-debt ratio and generate expected cash flows. Pursuant to the agreement, in the event that we obtain the consent from CDB on the transfer of the bank loans, Chinalco agreed to pay the consideration for the Equity Interest in five installments, namely, US\$438.8 million (which will be net off by the Loan Consideration), US\$387.9 million, US\$413.3 million, US\$413.3 million and US\$413.3 million, with the relevant interests at the London Interbank Offered Rate plus 0.9%, with the last installment to be paid by December 31, 2017. In the event that we could not obtain the consent from CDB on the transfer of the bank loan, Chinalco agreed to pay the consideration for the Equity Interest in five equal instalments of US\$413.3 million, with the relevant interests at the London Interbank Offered Rate plus 0.9%, with the last installment to be paid by December 31, 2017. The transactions were approved at the 2013 second extraordinary general meeting held on November 29, 2013. We obtained the consent from Rio Tinto relating to such disposal on December 19, 2013. We completed the transactions on December 26, 2013. As of the date of this annual report, the bank loans have been transferred to net off the first installment and Chinalco had paid the second and third installments.

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Private Placement of A Shares

On March 8, 2012, our Board resolved to issue up to 1.25 billion A Shares in the PRC. The A Share issue plans previously proposed by our Board on June 30, 2009 and January 30, 2011 and approved by our shareholders at the extraordinary general meeting, A Share class meeting and H Share class meeting held on August 24, 2009 and on April 14, 2011, respectively, ceased. Pursuant to the new issue plan approved by our Board on March 8, 2012, we planned to issue up to 1.25 billion A Shares, with a nominal value of RMB1.00 each, by way of private placement for expected proceeds of not exceeding RMB8 billion. We intended to issue the A Shares to no more than ten specific target subscribers within six months from obtaining the approval of the CSRC. The issue price of A Shares to be offered shall be not less than 90% of the average trading price of our A Shares in twenty trading days immediately preceding the pricing determination date. We intended to apply proceeds from this private placement to finance Chalco Xing County Alumina Project, Chalco Zhongzhou Ore-dressing Bayer Process expansion construction project and to supplement working capital. The issue plan was approved by the SASAC on April 5, 2012 and by our shareholders at the extraordinary general meeting, A Share class meeting and H Share class meeting held on May 4, 2012. On August 24, 2012, our Board resolved to adjust the issue plan by proposing, among others, to increase the number of A Shares to be issued to up to 1.45 billion A Shares. The adjusted issue plan was approved by the SASAC and our

shareholders at an extraordinary general meeting, A Share class meeting and the H Share class meeting on October 12, 2012 and by the CSRC on December 7, 2012. On March 14, 2013, we obtained the approval from the CSRC on our proposed private placement of A Shares under such adjusted issue plan, with effective period of six months after the approval date. However, the CSRC temporarily retrieved its approval in July 2013 due to its on-going investigation on the sponsor of our proposed private placement of A Shares. The period of authorization to the Board relating to the adjusted issue plan was extended by our shareholders at the 2013 annual general meeting, A Share class meeting held on June 27, 2014 and H Share class meeting held on June 27, 2014, with an effective period of 12 months after the approval date. On January 4, 2015, we submitted the "Report regarding the resumption of the approval of non-public offering of shares of Aluminum Corporation of China Limited" to CSRC. On April 24, 2015, we received the Approval in Relation to the Non-public Issuance of Shares by Aluminum Corporation of China Limited issued by CSRC, pursuant to which we were approved to issue no more than 1,450,000,000 new shares. We completed the non-public issuance of A shares on June 15, 2015 and issued an additional 1,379,310,344 A Shares pursuant to the specific mandate as approved at the annual general meeting of the Company on June 27, 2014. Upon completion of this non-public issuance, the total number of Shares of the Company were increased from 13,524,487,892 to 14,903,798,236.

Proposed Issuance of H Shares

On June 25, 2015, our shareholders at the 2014 annual general meeting passed a special resolution, which is valid until the earliest of (i) the conclusion of our next general meeting, (ii) the expiration of 12 months following the date of passage, or (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution at a general meeting. The resolution authorizes us to issue up to 20% of the total nominal value of H Shares in issue as of the resolution date. Our Board is authorized to determine the use of the proceeds. The proposed issuance is subject to all the necessary approval by the CSRC and/or other relevant PRC government authorities.

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Senior Perpetual Capital Securities Offering

In October 2013, we completed the issuance of US\$350 million in aggregate principal amount of 6.625% senior perpetual capital securities (the "Securities") through Chalco Hong Kong Investment Company Limited (the "Issuer"), our wholly-owned subsidiary, which was exempted from, and not subject to, registration under the Securities Act. The Securities are guaranteed by seven of our subsidiaries including Chalco Hong Kong Limited. The Securities also have the benefit of a keepwell deed dated October 29, 2013 entered into by the Issuer, the Company, Chalco Hong Kong Limited and the trustee and a deed of equity interest purchase undertaking dated on October 29, 2013 entered into by the Company and the trustee, both deeds being executed in favor of the trustee. The Securities were listed on the Hong Kong Stock Exchange on October 30, 2013. The net proceeds from the issue of the Securities has been on-lent to the Company or any of its subsidiaries for general corporate use.

In April 2014, we completed the issuance of US\$400 million in aggregate principal amount of 6.25% senior perpetual capital securities (the "Securities") through Chalco Hong Kong Investment Company Limited (the "Issuer"), our wholly-owned subsidiary, which was exempted from, and not subject to, registration under the Securities Act. The Securities are guaranteed by seven of our subsidiaries including Chalco Hong Kong Limited. The Securities also have the benefit of a keepwell deed entered into by the Issuer, the Company, Chalco Hong Kong Limited and the trustee and a deed of equity interest purchase undertaking entered into by the Company and the trustee, both deeds being executed in favor of the trustee. The Securities were listed on the Hong Kong Stock Exchange on April 22, 2014. The net proceeds from the issue of the Securities have been on-lent to the Company or any of its subsidiaries for general corporate use.

On October 27, 2015, our Company issued RMB2,000 million perpetual medium-term notes at an initial distribution rate of 5.50% (the "2015 Perpetual Medium-term Notes"). The proceeds from the issuance will be used for repayments of interest-bearing loans and borrowings. Coupon payments of 5.50% per annum on the 2015 Perpetual Medium-term Notes are paid annually in arrears from October 29, 2015 and may be deferred at the discretion of our Company. The 2015 Perpetual Medium-term Notes have no fixed maturity and are callable only at the Group's option on October 29, 2020 or any coupon distribution date after October 29, 2020 at their principal amounts together with any accrued, unpaid or deferred coupon distribution payments. While any coupon distribution payments are unpaid or deferred, the headquarters of the Company cannot declare or pay dividends to shareholders or decrease the share capital, or make material fixed asset investments of the headquarters of the Company.

B. BUSINESS OVERVIEW

Our Principal Products

We are a leading enterprise in non-ferrous metal industry in China. In terms of comprehensive scale, we ranked among the top enterprises in global aluminum industry. We have benefited from the strong growth of the PRC aluminum market, one of the world's fastest growing major aluminum markets. We refine bauxite into alumina, which is then smelted into primary aluminum. In addition to alumina and primary aluminum, we also produce and sell a relatively small amount of alumina chemical products (alumina hydrate and alumina-based industrial chemical products), carbon products (carbon anodes and cathodes) and gallium. We are also engaged in the trading of alumina, primary aluminum, aluminum fabrication products, other non-ferrous metal products, coal products and raw and ancillary materials in bulk both manufactured by us and sourced from external suppliers domestically and abroad. In addition, we are engaged in coal mining and power generation. The remainder of our revenues were derived from research and development activities and other products and services. Accordingly, we organize and manage our operations in five business segments: alumina segment, primary aluminum segment, trading segment, energy segment and corporate and other operating segment. After elimination of inter-segment sales, revenues attributable to our alumina segment, primary aluminum segment, trading segment, energy segment and corporate and other operating segment accounted for approximately 5.4%, 22.8%, 68.2%, 3.4% and 0.2%, respectively, of our total revenues from continuing operations in 2015.

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Our alumina segment includes the mining and purchasing of bauxite and other raw materials, and production and sale of alumina as well as alumina-related products, such as alumina hydrate, alumina-based chemical products and gallium. Alumina accounted for approximately 91.7% of the total production volume for this segment in 2015. Alumina chemical products are used in the production of chemical, pharmaceutical, ceramic and construction materials. In the process of refining bauxite into alumina, we also produce gallium as a by-product. Gallium is a rare, high value metal with applications in the electronics and telecommunication industries.

Our primary aluminum segment includes the procurement of alumina, other raw materials, supplemental materials and electricity power, the production and sale of primary aluminum and aluminum-related products, such as carbon products, aluminum alloy products and other electrolytic aluminum products. Our principal primary aluminum products are ingots, molten aluminum and aluminum alloy, which, accounted for approximately 33.5%, 42.5% and 24.0%, respectively, of our total production volume of primary aluminum in 2015. Our standard 20 kilogram remelt ingots are used for general aluminum fabrication in the construction, electricity, electronics, transportation, packaging, machinery and durable goods industries. We internally produce substantially all the carbon products used at our smelters and sell our remaining carbon products to external customers.

Our trading segment is mainly engaged in the trading of alumina, primary aluminum, other non-ferrous metal products, and crude fuels such as coal products, as well as supplemental materials to our internal manufacturing plants and external customers. We established our trading business as a separate segment in July 2010 as a result of the implementation of our operational structural exercise.

Our energy segment includes coal mining and power generation, including conventional coal-fire power generation and renewable energy generation such as wind power and photovoltaic power. We established our energy segment in January 2013 as a result of our acquisition of Ningxia Energy in line with our development strategy to partially offset our future energy costs and secure a portion of the coal we consume in our operations. In 2015, we supplied part of the electricity we generated for our own production use, supplied a portion of the coal output to our own electric power plant and sold the remaining portion to external customers, including power generation enterprises and cement plants.

Our corporate and other operating segment mainly includes corporate and other aluminum-related research, development, and other activities of the Group.

We used to be engaged in aluminum fabrication operations, where we process primary aluminum for the production and sales of various aluminum fabrication products. As approved at our 2012 annual general meeting held on June 27, 2013, we disposed of substantially all of our aluminum fabrication operations to Chinalco in line with our development strategy to focus on the upstream sectors of the aluminum industry chain and the production of high value added products. As a result, we ceased to have our aluminum fabrication business as a separate segment in June 2013.

Our Production Capacity

As of December 31, 2015, our annual alumina and primary aluminum production capacity was approximately 16.8 million tonnes and 3.9 million tonnes, respectively. The following table sets forth the production capacity of each of our principal plants by business segment as of the indicated date:

Plant	As of December 31, 2015	
	Alumina	Primary Aluminum
	<i>(in thousand tonnes)⁽¹⁾</i>	
Guangxi branch	2,210.0	-
Chalco Zhongzhou	3,050.0	-
Qinghai branch	-	374.3
Shanxi branch	2,600.0	-
Guizhou branch	-	333.7
Henan branch	2,410.0	-
Chalco Shandong	2,270.0	55.0
Zunyi Alumina	1,000.0	-
Chongqing branch	800.0	-
Shanxi Huaxing ⁽²⁾	800.0	-
Shanxi Huaze	-	424.0
Lanzhou branch	-	388.0
Shanxi Huasheng	-	220.0
Fushun Aluminum	-	330.0
Zunyi Aluminum	-	235.0
Shandong Huayu	-	200.0
Gansu Hualu	-	230.0
Baotou Aluminum	-	538.0
Zhengzhou Institute	20.0	-
Liancheng branch	-	523.0
Guizhou Huajin	1,600.0	-
Total	16,760.0	3,851.0

(1) Production capacity is calculated based on designed capacity, which accounts for various assumptions including downtime for ordinary maintenance and repairs, the ore grade of bauxite feedstock and subsequent capacity modifications.

(2) We disposed 50% of equity interest in Shanxi Huaxing at the end of December 2015, and as a result Shangxi Huaxing has become our joint venture in accordance with relevant accounting standards.

In 2015, we produced approximately 13.3 million tonnes of alumina and 3.3 million tonnes of primary aluminum. Our production of alumina and primary aluminum represented approximately 22.8% and 10.7%, respectively, of the total output in China in 2015.

The following table sets forth a breakdown of our production volume by product segment for the periods indicated:

Production Volume by Product	Year Ended December 31,		
	2013	2014	2015
	<i>(in thousand tonnes, except Gallium)</i>		
Alumina segment			
Alumina	12,143.2	12,024.0	13,296.4
Alumina chemical products	1,717.2	1,822.3	1,959.1

Gallium (in tonnes)	127.8	81.2	121.4
Primary aluminum segment			
Primary aluminum ⁽¹⁾	3,841.8	3,381.6	3,307.6
Carbon	2,010.4	1,877.4	1,786.6
Aluminum fabrication⁽²⁾			
Aluminum fabrication products	290.0	-	-

(1) Including ingots, molten aluminum and other primary aluminum products.

(2) We disposed of substantially all of our aluminum fabrication operations in June 2013. As a result, we ceased to have our aluminum fabrication business as a separate segment.

Production Process

Alumina

Alumina is refined from bauxite, an aluminum-bearing ore, through a chemical refining process. The refining process applied is determined by the mineral composition of the bauxite used in production. Our refineries may employ the Bayer process, the Bayer-sintering series process, the Bayer-sintering combined process or the ore-dressing Bayer process. Most of the bauxite reserves in China contain diasporic bauxite, which contains high alumina content and relatively high silica content, resulting in bauxite reserves with low alumina-to-silica ratio. The Bayer process cannot efficiently refine diasporic bauxite that has not undergone processing to increase its alumina-to-silica ratio. The sintering process or the Bayer-sintering combined process is suitable for refining low alumina-to-silica ratio bauxite. We have developed and improved these processes to increase our refining yield. When we refine alumina using the Bayer process, we produce gallium as a by-product, which undergoes further processing before sale. In addition, we also produce some alumina chemical products (alumina hydrate and alumina-based industrial chemical products).

Primary Aluminum

We smelt alumina into primary aluminum through electrolytic reduction. The electrolytic process takes place in a reduction cell, or pot, a steel shell lined with carbon cathodes and refractory materials. Powerful electric currents are passed through the pot to produce molten aluminum. The molten aluminum is transferred to holding furnaces and then poured directly into molds to produce foundry ingots, or further refined to form fabricating ingots, which may be used directly in the aluminum fabrication process. Most of the primary aluminum we produce is in the form of ingots or molten aluminum.

All of our primary aluminum smelters use pre-bake anode reduction pot-lines. In the pre-bake reduction process, the anodes are pre-formed in a separate facility where pollutants can be contained. The cells themselves are enclosed with removable panels so that waste gas produced during the process can be extracted using large exhaust fans. Our waste gas is treated and purified to reduce dust and fluoride emissions to acceptable levels set by state environmental protection agencies.

Production Facilities

Alumina

We currently operate nine alumina refineries and one research institute with a total designed annual production capacity of approximately 16.8 million tonnes as of December 31, 2015. One of our refineries are integrated with primary aluminum smelters. In 2015, we produced approximately 13.3 million tonnes of alumina, approximately 2.0 million tonnes of alumina chemical products and approximately 121.4 tonnes of gallium. The overall utilization rate for our refineries was 80.0% as of December 31, 2015. In 2015, we supplied approximately 5.3 million tonnes, or 39.8% of our total production of alumina to our own smelters and sold the remaining alumina to other domestic smelters. All of the alumina chemical products that we produced in 2015 were sold by alumina refineries directly to external customers or internally to Chalco Trading for subsequent external trading.

The following table sets forth the annual production capacity, output of alumina and alumina chemical products, utilization rate of and production process applied in each of our alumina refineries and our Zhengzhou Institute:

	As of December 31, 2015		For the Year Ended December 31, 2015		Production Process
	Annual Production Capacity ⁽¹⁾	Utilization Rate ⁽²⁾	Alumina Production Output	Alumina Chemical Products Output	
	<i>(in thousand tonnes, except percentages)</i>				
Shanxi branch	2,600.0	93%	2,407.0	28.4	Bayer-sintering
Henan branch	2,410.0	35%	1,963.9	191.4	Bayer-sintering
Chalco Shandong	2,270.0	100%	1,636.9	1,197.0	Sintering and Bayer
Chalco Zhongzhou	3,050.0	72%	2,031.2	372.8	Sintering and Bayer
Guangxi branch	2,210.0	100%	2,452.8	125.1	Bayer
Zunyi Alumina	1,000.0	100%	1,061.6	2.9	Bayer
Chongqing branch	800.0	-	-	-	Bayer-sintering
Shanxi Huaxing ⁽³⁾	800.0	100%	1,196.2	5.3	Bayer
Zhengzhou Institute ⁽⁴⁾	20.0	-	-	36.2	Bayer
Guizhou Huajin	1,600.0	100%	546.8	-	Bayer
Total	16,760.0	80.0%	13,296.4	1,959.1	

- (1) Production capacity is calculated based on designed capacity, which accounts for various assumptions including downtime for ordinary maintenance and repairs, the ore grade of bauxite feedstock and subsequent capacity modifications.
- (2) Capacity utilization rate is calculated by dividing our utilized production capacity as of the date indicated by our total designed annual production capacity.
- (3) We disposed 50% of equity interest in Shanxi Huaxing at the end of December 2015, and as a result Shangxi Huaxing has become our joint venture in accordance with relevant accounting standards.
- (4) The alumina chemical products produced at our Zhengzhou Institute are sold commercially and such sales are included in our total revenues.

Primary Aluminum

We operate 12 primary aluminum smelters in China. Our smelters had an aggregate annual production capacity of approximately 3.9 million tonnes as of December 31, 2015.

In 2015, we produced approximately 3.3 million tonnes of primary aluminum and the average utilization rate for our smelters was 71.0% as of December 31, 2015. The following table sets forth the annual production capacity, aluminum output, utilization rate and smelting equipment used in each of our aluminum smelters:

Plant	As of December 31, 2015		For the Year Ended December 31, 2015	
	Annual Production Capacity ⁽¹⁾	Utilization Rate ⁽²⁾	Aluminum Output	Smelting Equipment
			<i>(in thousand tonnes, except percentages)</i>	
Baotou Aluminum	538.0	98.7%	545.7	200Ka, 240Ka and 400Ka pre-bake
Fushun Aluminum ⁽³⁾	330.0	-	181.9	200Ka and 350Ka pre-bake
Gansu Hualu ⁽⁴⁾	230.0	-	192.1	160Ka and 210Ka pre-bake
Guizhou branch	333.7	77.2%	306.9	160Ka and 230Ka pre-bake
Lanzhou branch	388.0	94.6%	403.0	200Ka and 350Ka pre-bake
Qinghai branch	374.3	99.7%	399.5	160Ka and 200Ka pre-bake
Shandong Huayu	200.0	97.9%	216.8	240Ka pre-bake
Chalco Shandong ⁽⁵⁾	55.0	-	-	200Ka pre-bake
Shanxi Huasheng	220.0	99.6%	222.9	300Ka pre-bake
Shanxi Huaze	424.0	78.2%	263.5	300Ka pre-bake
Zunyi Aluminum	235.0	41.1%	102.7	200Ka and 350Ka pre-bake
Liancheng branch	523.0	66.2%	472.6	200Ka and 500Ka pre-bake
Total	3,851.0	71.0%	3,307.6	

- (1) Production capacity takes into account designed capacity, downtime for ordinary maintenance and repairs and subsequent capacity modifications.
- (2) Capacity utilization rate is calculated by dividing our utilized production capacity as of the date indicated by our total designed annual production capacity.
- (3) We suspended the operations of primary aluminum production facilities in Fushun Aluminum in 2015.
- (4) We suspended the operations of primary aluminum production facilities in Gansu Hualu in 2015.
- (5) We suspended the operations of primary aluminum production facilities in Chalco Shandong since June 2013.

Raw Materials

Alumina

Bauxite is the principal raw material in alumina production. Most of the bauxite in China is $Al_2O_3 \cdot H_2O$ mineral. Bauxite deposits have been discovered across a broad area of central China and are especially abundant in the southern and northern parts of central China. The largest bauxite deposit in China lies in Shanxi Province.

Rock Formation and Mineralization. The bauxite deposits of our mines in China, except those of Guangxi Pingguo mine which is an accumulation deposit due to original erosion, usually have similar stratigraphical sequences. Primary bauxite deposit, as a type of sedimentary $Al_2O_3 \cdot H_2O$ of Carboniferous or Permian age, is contained in clay rock, limestone or coal seams. A zony red shale is usually located at the bottom of the bauxite and the red seam distributes over the irregular "karst-type" erosion face on the top of Ordovician limestone. Aluminum deposits in northern China are usually covered with a very thick Quaternary weathering.

The thickness and quality of deposits vary with our mine locations. Quality is usually consistent in smooth sections but changes sharply in karst "billabong" terrain. The level of hardness of minerals also varies. A sequence that includes a seam of hard bauxite of fine quality in the middle and soft bauxite of inferior quality on the bottom and top seams is common in deposits.

Generally, deposits are horizontal or with an obliquity of 0 to 8 degrees, but there are also steep deposits at an angle of 75 degrees, such as the Guizhou No. 2 mine. Most of the original mineralization is not influenced by folds and faults, and some fractures of a low obliquity and folds emerge in certain deposits, which is evident in the Guizhou No. 2 mine area where the underground mining method must be used due to the obliquity of its bauxite body reaching 70 degrees with the influence of folds and several meters of dislocation arising from partial faults.

Economic Significance. Our bauxite deposits in China are divided into three groups. They are primarily distinguished by drill hole spacing and the composition of the deposit, which can encompass rock formations such as intercalated clays, bauxite, footwall iron clay or Ordovician limestone. Bauxite deposit groups vary in the thickness and mineral quality of its reserves.

We use the Chinese bauxite deposit estimation method, which is calculated using cutoff grades and thickness to outline continuous areas within the limits defined by samples of marginal grade. We utilize actual limiting sample points that are joined to create a polygonal outline, and grades are then calculated using a length weighted arithmetic average. The Chinese program of systematic and accurate method of test boring, inspection pit, trial trench, density, tonnage analysis and calculation applied to the geological work of bauxite in China is an appropriate method to analyze these types of deposits.

Supply. To support the growth of our alumina production, we continuously seek opportunities to streamline and optimize our bauxite procurement. Except for Chalco Shandong, all of our refineries are located in the four provinces where over 90% of China's potentially mineable bauxite has been found. We generally source our bauxite from mines close to our refineries to control transportation costs. Historically, we have procured our bauxite supply principally from three sources:

- * our own bauxite mining operations;
- * jointly-operated mines; and
- * Other suppliers, which principally include small independent mines in China and, to a lesser extent, international suppliers.

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On average, our refineries consume approximately 2.2 tonnes of bauxite to produce one tonne of alumina in 2015. Our own mines supplied approximately 17.93 million tonnes of bauxite to our refineries in 2015, all of which were from our own mines in China. We purchase bauxite from a number of suppliers and do not depend on any supplier for our bauxite requirements. In 2015, bauxite secured from other suppliers accounted for approximately 44.6% of our total bauxite supply, primarily because our demand for bauxite exceeded the production of our own mines.

The following table sets forth the volumes and percentages of bauxite supplied by our own mines, jointly-operated mines and other suppliers for the periods indicated:

	Year Ended December 31,					
	2013		2014		2015	
	<u>Bauxite Supply</u>	<u>Percentage of Bauxite Supply</u>	<u>Bauxite Supply</u>	<u>Percentage of Bauxite Supply</u>	<u>Bauxite Supply</u>	<u>Percentage of Bauxite Supply</u>
	%		%		%	
	<i>(in thousand tonnes, except percentages)</i>					
Own mines	17,130.2	49.0	17,542.6	55.4	17,930.2	55.4
Jointly-operated mines ⁽¹⁾	-	-	-	-	-	-
Other suppliers	17,861.1	51.0	14,105.4	44.6	14,452.0	44.6
Total	<u>34,991.3</u>	<u>100.0</u>	<u>31,648.0</u>	<u>100.0</u>	<u>32,382.2</u>	<u>100.0</u>

(1) As of December 31, 2015, we no longer owned any jointly-operated mines.

Own Mines. As of December 31, 2015, we owned and operated 20 mines in China that had approximately 270.6 million tonnes of aggregate bauxite reserves and we continue to explore new bauxite reserves to replenish our reserves. We also own and operate a bauxite mine in Laos through Lao Service Mining, in which we held 60% of the equity interest. We also hold the requisite mining permit or exploration permit for three bauxite mines in West Kalimantan, Indonesia through our 96.28% owned subsidiary, PT Nusapati Prima. Our bauxite deposits in Indonesia are lateritic gibbsite and were formed by weathering and leaching of aluminum-rich silicate rock in tropical climates. We used low temperature Bayer process to refine alumina from our bauxite deposits in Indonesia, which results in relatively low energy consumption and high dissolution rate, before our operation of bauxite mining in Indonesia was suspended in September 2014.

For the three years ended December 31, 2013, 2014 and 2015, we extracted approximately 20.0 million tonnes, 17.3 million tonnes and 17.9 million tonnes, respectively, of bauxite from our own mines. In order to retain the title to our mines, or obtain the title to new mines in China, we are required to comply with mining qualifications approved by the relevant PRC authorities and pay an annual fee equivalent to RMB1,000 per km² for our mines.

Our reported bauxite reserves for our own mines in China do not exceed the quantities that we estimate could be extracted economically if future prices were at similar levels to average historical prices for traded metals for the years ended December 31, 2013, 2014 and 2015, or the three year historical contracted prices for bulk commodities. However, we do not use the three year historical bauxite or aluminum price to determine bauxite reserves, nor did we utilize any currency conversion factors or pricing related mechanisms. Instead, the primary criteria are the specifications required by our aluminum refineries, as well as certain modifying factors that are dependent on reserve quality.

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The following table sets forth information for our own mines as of December 31, 2015:

Mine	Location	Nature of ownership ⁽¹⁾	Mining method	Permit Renewal ⁽¹⁾
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					Present Condition/Current State of Exploration	Bauxite Production (in thousand tonnes)
Pingguo mine	Guangxi Zhuang Autonomous Region, China	100% owned and operated by Chalco	Open pit	October 2030 - April 2036	Fully developed and operational	5,670
Guizhou mine ⁽²⁾	Guizhou Province, China	100% owned and operated by Chalco	Open pit/underground	September 2016 - December 2038	Fully developed and operational	1,312
Zunyi mine	Guizhou Province, China	100% owned and operated by Chalco	Open pit/underground	August 2017 - May 2021	Two stopes are currently under development	306
Xiaoyi mine	Shanxi Province, China	100% owned and operated by Chalco	Open pit	December 2015 - September 2031	Fully developed and operational	2,376
Shanxi Other Mines	Shanxi Province, China	100% owned and operated by Chalco	Open pit/underground	December 2015 ⁽³⁾ - July 2035	Fully developed and operational or under development	2,837
Mianchi mine	Henan Province, China	100% owned and operated by Chalco	Open pit/underground	December 2015 ⁽³⁾ - October 2031	Four stopes are currently under development	441
Luoyang mine	Henan Province, China	100% owned and operated by Chalco	Open pit/underground	December 2015 ⁽³⁾ - October 2031	Two stopes are currently under development	928
Xiaoguan mine	Henan Province, China	100% owned and operated by Chalco	Open pit/underground	May 2017 - October 2031	Fully developed and operational	341
Gongyi mine	Henan Province, China	100% owned and operated by Chalco	Open pit/underground	August 2016 - April 2029	Fully developed and operational	702
Dengfeng mine	Henan Province, China	100% owned and operated by Chalco	Open pit/underground	June 2016 - July 2019	Fully developed and operational	209
Xinni mine	Henan Province, China	100% owned and operated by Chalco	Open pit/underground	July 2017 - July 2020	Three stopes are currently under infrastructure development	11
Sanmenxia mine	Henan Province, China	100% owned and operated by Chalco	Underground	April 2017 - October 2026	Fully developed and operational	12
Xuchang mine	Henan Province, China	100% owned and operated by Chalco	Open pit/underground	September 2015 ⁽³⁾ - August 2024	Fully developed and operational	204
Jiaozuo mine	Henan Province, China	100% owned and operated by Chalco	Open pit/underground	September 2016 - October 2024	Two stopes are currently under development	124
Pingdingshan mine	Henan Province, China	100% owned and operated by Chalco	Open pit/underground	June 2015 ⁽³⁾ - October 2024	Fully developed and operational	301
Ruzhou mine ⁽⁴⁾	Henan Province, China	100% owned and operated by Chalco	Open pit	October 2015 ⁽³⁾ - December 2018	One stope is current under development	63.8
Yangquan mine	Shanxi Province, China	100% owned and operated by Chalco	Open pit	June 2016 - November 2035	Suspended production	-
Nanchuan mine	Chongqing Municipality, China	100% owned and operated by Chalco	Underground	November 2016 - December 2026	Suspended production	-
Huaxing mine ⁽⁵⁾	Shanxi Province, China	100% owned and operated by Chalco	Underground	August 2018 - September 2018	Fully developed and operational	2,020
PT ALUSENTOSA	West Kalimantan, Indonesia	Owned and operated by PT NusapatiPrima, a 96.28% subsidiary of Chalco	Open pit	December 2027	Suspended production	-
PT KALMIN	West Kalimantan, Indonesia	Owned and operated by PT NusapatiPrima, a 96.28% subsidiary of Chalco	Open pit	December 2027	Suspended production	-
PT VISITAMA	West Kalimantan, Indonesia	Owned and operated by PT NusapatiPrima, a 96.28% subsidiary of Chalco	Open pit	December 2015 ⁽³⁾	Under exploration	-
Laos bauxite mine	Attapeu Province and Sekong Province, Laos	Owned and operated by Laos Mineral Services Co., Ltd., a 60% subsidiary of Chalco	Open pit	June 2017	Exploration completed	-

(1) All conditions to retain our properties or leases have been fulfilled as of December 31, 2015. Each mine may be covered by one or more mining permits or exploration permits and the range of permit renewal dates is set forth above.

(2) Including Guizhou No. 1 mine and Guizhou No. 2 mine.

(3) We are in the process of renewing these permits.

(4) Chalco Zhongzhou established Ruzhou mine in 2015 to manage the stopes of Autou and Shengjiacun, which were originally managed by Pingdingshan mine.

(5) The mining right in Ao Jiawan under the Huaxing mine was injected into Shanxi Huaxing as capital contribution in September 2015, and as of the date of this annual report, the transfer of the mining right in Ao Jiawan was in the process of filing with relevant government authorities.

We are required to obtain mining rights permits to conduct mining activities. Under PRC laws and regulations, a mining enterprise must prepare and submit exploration reports for a mine to the local government to obtain a mining rights permit for a mine. A mining right owner is also permitted to lease the mining right through a lease arrangement. The mining rights permit is subject to renewal on a regular basis. Furthermore, the mining right owner is required to obtain land use rights on the land in order to operate the mines. We lease the land use rights relating to our own mines in China from Chinalco pursuant to a land use rights lease agreement that became effective upon our formation. Chinalco's land use rights relating to over 90% of our mining properties in China are for 50-year terms beginning on July 1, 2001. The remaining land use rights relating to the mines we own and operate in China are for shorter terms, some as short as one year. All of our land use rights lease agreements end on the expiry date of the mining rights or the end of the working life of the mine, whichever is earlier. Both the land use rights and land use rights lease agreements are renewable.

For our own mines in Indonesia and Laos, neither proven nor probable reserves have been established as of the date of this annual report. The following table sets forth certain estimated details of the reserves for our own mines in China as of December 31, 2015:

Mine	Reserves ⁽¹⁾⁽²⁾ (million tonnes)	Al ₂ O ₃	SiO ₂	Ratio of Average A/S ⁽³⁾
Pingguo mine	64.32	54.03	4.87	11.09
Guizhou No. 1 mine	0.81	65.40	9.77	6.69
Guizhou No. 2 mine	21.97	62.54	9.37	6.67
Zunyi mine	7.32	57.05	9.48	6.01
Xiaoyi mine	24.52	62.44	13.34	4.68
Shanxi Other Mines	18.59	64.47	11.63	5.55
Huaxing mine	6.26	62.84	10.14	6.20
Mianchi mine	2.77	63.26	12.00	5.27
Luoyang mine	3.54	61.14	9.80	6.24
Xiaoguan mine	26.27	63.54	15.06	4.22
Gongyi mine	2.70	64.00	14.13	4.53
Dengfeng mine	1.39	62.77	11.80	5.32
Xinmi mine	2.26	68.59	11.04	6.21
Sanmenxia mine	43.10	63.40	12.65	5.01
Xuchang mine	1.46	62.49	10.00	6.25
Jiaozuo mine	1.68	58.61	14.79	3.96
Pingdingshan mine	3.27	62.18	13.50	4.61
Ruzhou mine ⁽⁴⁾	0.70	59.71	15.03	3.97
Yangquan mine	7.46	58.63	13.73	4.27
Nanchuan mine	30.17	60.62	13.95	4.35
Total (average) reserves	270.56	60.42	10.75	5.62
By reserve type				
Proven reserve	120.68	60.67	10.75	5.64
Probable reserve	149.88	60.22	10.75	5.60
Total (average) reserves	270.56	60.42	10.75	5.62

(1) Our reserves take into consideration mining dilution and loss factors, which generally vary from 5% to 10% and are based on the planned mining method and selected drill data for each site.

(2) Our metallurgical recovery factors are calculated in accordance with the relevant PRC mining standards and vary from mine to mine.

(3) Refers to the ratio of average grade of Al₂O₃ to the average grade of SiO₂ of the reserves.

(4) Chalco Zhongzhou established Ruzhou mine in 2015 to manage the stopes of Autou and Shengjiacun, which were originally managed by Pingdingshan mine.

We have been in compliance with the National Mining Safety Law and related rules and regulations in China. We closely supervise and routinely inspect mining conditions with continual implementation of safety measures and procedures at our own bauxite mines and safety training for our mining personnel. In 2015, we extracted approximately 17.9 million tonnes of bauxite from our own mines and did not experience any mining accidents that involved serious work injuries or death.

Jointly-operated Mines. Historically, we have procured part of our bauxite supply from our jointly-operated mines. We managed these jointly-operated mines by contracting with local companies for their mining services to operate mines owned by us. In the years ended December 31, 2013, 2014 and 2015, our jointly-operated mines did not produce any bauxite. As of December 31, 2015, we managed all our mines by our own and no longer have any jointly-operated mines.

Other Suppliers. In addition to our own mines, we also source bauxite from other suppliers. A majority of other suppliers are small independent mines. Small independent mines are not affiliated with us and generally have annual bauxite production capacities not exceeding 200,000 tonnes. These mines have been an important source of bauxite for our operations. We purchase bauxite directly from small independent mines or through local distributors that procure bauxite from these mines. In addition, we also secure a portion of bauxite overseas. Bauxite secured from other suppliers accounted for 44.6% of our total bauxite supply in 2015.

Bauxite Procurement. The corporate management department at our headquarters is responsible for the oversight and coordination of our supply of bauxite. To determine how our bauxite requirement will be allocated among our principal sources each year, we first estimate our total bauxite needs for the year. Based on market conditions, production costs and other factors, we determine the amount of bauxite that we wish to source from our own mines, and the remaining requirements from other suppliers.

Alumina-to-Silica Ratio. The production method for alumina refining is determined by the mineral composition of the bauxite, in particular, its alumina-to-silica ratio. Most of the bauxite reserves in China are diasporic with low alumina-to-silica ratios. Based on our current technology, an efficient application of the Bayer process requires bauxite with an alumina-to-silica ratio of 10:1 or higher, while the sintering process can refine bauxite with an alumina-to-silica ratio as low as 4:1. In 2015, the average alumina-to-silica ratio of the proven and probable reserves of our mines ranges from approximately 3.96:1 to 11.09:1.

Prices. There is neither governmental regulation on bauxite prices nor an official trading market for bauxite in China. We negotiate bauxite prices with our suppliers based on ore quality, mining costs, market conditions, transportation costs and various governmental taxes or levies, including a resource tax imposed by local governments. Our total bauxite cost is currently influenced by the following factors:

- * the cost of our mining operations;
- * the market conditions relating to purchases from small independent mines; and
- * the market conditions relating to purchases from overseas.

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The average purchase price of bauxite per tonne from our joint operations and other suppliers in 2013, 2014 and 2015 was approximately RMB393.3, RMB412 and RMB383, respectively. The average cost of bauxite per tonne from our own mines in 2013, 2014 and 2015 was approximately RMB231.0, RMB246.9 and RMB251.6, respectively.

We purchase a substantial amount of bauxite to satisfy our alumina production needs. Additionally, to fully utilize the bauxite from our mines, we refine all bauxite that meets the minimum technical requirements for our production of alumina. We also purchase higher grade ore from other suppliers and blend the ore of various grades to meet the technical requirements for our alumina production. This practice allows for flexibility and the inclusion of lower grade bauxite to optimize the use of bauxite deposits available to us. We do not use our historical average purchase prices for 2013, 2014 and 2015, or any other historical index to estimate our bauxite reserves.

The following table sets forth our capital expenditures for our bauxite mines for the periods indicated:

Production Volume by Product	Year Ended December 31,		
	2013	2014	2015
	<i>(RMB in thousands)</i>		
Capital Expenditures			
Infrastructure construction	766,917.1	1,116,770.3	950,980.6
Facility upgrade	-	372,256.8	62,910.9
Total	766,917.1	1,489,027.1	1,013,891.5

Primary Aluminum

An average of approximately 1.907 tonnes of alumina and 13,526 kWh of electricity were required to produce one tonne of primary aluminum ingots in 2015.

Alumina and electricity, the two principal components of costs in the smelting process, accounted for approximately 38.9% and 38.6%, respectively, of our unit primary aluminum production costs in 2015. Apart from alumina and electricity, we also require carbon anodes, carbon cathodes, fluoride salt and cryolite for our smelting operations.

Alumina is the main raw material in the production of primary aluminum. Our primary aluminum plants that do not have integrated alumina refining operations onsite obtain alumina internally from our alumina refineries located elsewhere or externally on the market.

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Supplemental Materials, Electricity and Fuel

The procurement department at our headquarters coordinates and manages our supply chain for all our major raw materials in conjunction with the procurement center at each production facility, which manages the logistics and inventory of raw materials locally. We are able to purchase diesel, the main fuel used by our mining and manufacturing equipment, from the public markets, and we source our water from local rivers, lakes or underground sources.

Alumina

Electricity, coal, alkali (caustic soda or soda ash) and natural gas are the principal materials and energy used in our alumina production. Electricity is one of the principal cost components in our refining process. We generate electricity at a number of refineries and purchase our remaining electric power requirement from regional power grids at government-mandated rates. Most of our power supply agreements are one to three year renewable agreements. Power prices in China can vary, sometimes substantially, from one region to another, based on demand and power production costs in the region. Power costs for our various alumina refineries vary accordingly.

Large quantities of coal is used as a reducing agent and fuel to produce steam and gas in the alumina refining process. As of the date of this annual report, we held minority interests in a number of coal mining enterprises, including Shanxi Jiexiu, Qinghai Energy, Xuehugou Coal Industry Co., Ltd., Datong Coal Group Huasheng Wanjie Coal Co., Ltd., Dongdong Coal, Chalco Liupanshui, Huozhou Coal Group Xingshengyuan Coal Co., Ltd. and Guizhou Yuneng. We hold 70% of the equity interest in Gansu Huayang, which holds mining rights for coal deposits in the Luochuan mining area, Gansu Province. We have also acquired the mining rights for coal deposits in the Laodonghe area, Guizhou Province. In addition, we have acquired 70.82% of the equity interest in Ningxia Energy, which holds mining rights for coal deposits in Ningxia Autonomous Region.

All of the coal mining enterprises in which we directly or indirectly have minority equity interest are currently in the extraction or trial production stage, except:

- * Chalco Liupanshui, a joint venture company in which we hold 49% of the equity interest;

- * Huozhou Coal Group Xingshengyuan Coal Co., Ltd., a joint venture company in which Shanxi Huasheng holds 43.03% of the equity interest; and
- * Guizhou Yuneng, a joint venture company in which we hold 25% of the equity interest.

Guizhou Yuneng is under development. The production of Huozhou Coal Group Xingshengyuan Coal Co., Ltd. and one of the mines owned by Chalco Liupanshui is currently suspended due to production technology renovation. See "- B. Property, Plants and Equipment" for details of coal mines that we operate. By investing in coal mining enterprises and acquiring mining rights for coal deposits, we plan to partially offset our future energy costs, and secure a portion of the coal we consume in our operations.

Alkali is used as a supplemental material in alumina refining. The sintering process and the Bayer-sintering combined process require soda ash while caustic soda is used in the Bayer process. Our alumina refineries use natural gas and coal gas as fuel to refine alumina. There is no governmental regulation of the prices of coal, alkali or fuel. We purchase these raw materials from external suppliers under negotiated supply contracts, which we believe are competitively priced. We have not experienced difficulty in obtaining these materials in sufficient quantity and at acceptable prices.

Primary Aluminum

Smelting primary aluminum requires a substantial and continuous supply of electricity. The availability and price of electricity are key factors in our primary aluminum production. Though the electricity prices were in a general downward trend in the recent years as a result of the reform of electricity system, electricity costs may fluctuate from time to time due to cyclical demand and government policies to regulate key industries. See "Item 5. Operating and Financial Review and Prospects - A. Operating Results - Overview - Factors Affecting Our Results of Operations - Manufacturing Costs."

We generate electricity at four of our smelters and purchase our remaining electric power requirement from regional power grids or directly from power generation enterprises. As of December 31, 2015, eight of our smelters have entered into direct purchase agreements with power generation enterprises. In 2015, Baotou Aluminum entered into a multi-sides electricity purchase agreement, pursuant to which Baotou Aluminum is able to purchase electricity from various sellers in the electricity market with a broker or the electricity exchange center sitting in the middle to arrange and facilitate the transaction. We purchase electricity from the regional power grids at prices set by the government for the rest of our smelters. Industrial users within each region are generally subject to a common electricity tariff schedule, but prices vary, sometimes substantially, across regions. We believe our power supply from regional grids is generally not reliant upon any particular generation facility supplying the grid. Electricity purchased from different power grids is subject to different tariff levels in 2015. The average electricity cost (including tax) of our smelters was approximately RMB0.34/kWh in 2015, which decreased by 18.8% as compared to 2014, primarily due to our diversified electricity purchase arrangement, the increased proportion of self-generated electricity and decreased price of coal.

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Carbon anodes and cathodes are key raw materials in the smelting process. Each of our smelters is able to produce carbon products necessary for its operations other than carbon cathodes. Guizhou branch is able to produce carbon cathodes.

Sales and Marketing

We coordinate substantially all of our sales and marketing activities of our self-produced alumina products and some of our sales and marketing activities of our self-produced primary aluminum products through Chalco Trading. Our subsidiaries and branches sell some of our self-produced primary aluminum products directly to external customers. Our alumina refineries sell our self-produced alumina chemical products directly to external customers or indirectly through Chalco Trading for subsequent external trading. For all of our self-produced products that are sold either through Chalco Trading for subsequent external sale or directly to external customers, our subsidiaries and branches play an important role in providing after-sales services and strengthening our presence in the marketplace. Since late 2009, we also have been engaged substantially in the trading of non-ferrous metal products including alumina, primary aluminum, copper, zinc and lead as well as coal products that we source from third-party suppliers through Chalco Trading.

Alumina

We sell our self-produced alumina to customers primarily through Chalco Trading, giving priority to customers with whom we have long-standing relationships and who have established a strong credit history, after reserving sufficient alumina for our forecasted primary aluminum production. In 2015, we supplied approximately 5.3 million tonnes of alumina produced at our refineries to our own smelters, which represented approximately 39.8% of our total alumina production, and sold the remainder to our customers. In addition, we also procure and sell outsourced alumina under long-term agreements or on the spot market through Chalco Trading. We sold approximately 1.3 million tonnes of outsourced alumina in 2015.

The sales prices of alumina that our alumina refineries sell internally to Chalco Trading are determined based on both a percentage of the weighted average of the three-month primary aluminum futures prices on the SHFE in the preceding calendar month and the average spot price of alumina in the domestic market in the preceding calendar month. Chalco Trading coordinates the external sales of our alumina products. Chalco Trading sells our self-produced alumina and alumina sourced from third-party suppliers to smelters throughout China. All of our major customers in the past three years have been domestic smelters. In the case of alumina sourced from third-party suppliers, we may procure alumina under long-term supply agreements or on the spot market. Our long-term supply agreement for the procurement of alumina normally sets forth the quantity of alumina to be procured by us in each month with the price for each monthly delivery to be determined through negotiations in the month before delivery. We are normally required to pay the full price of the outsourced alumina before each delivery.

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We sell most of our self-produced alumina and a portion of the outsourced alumina under long-term sales agreements with terms ranging from one year to three years. Our long-term sales agreement for alumina normally sets forth the quantity of alumina to be sold by us in each year or month with the price for each monthly delivery to be determined at both a percentage of the weighted average of the three-month primary aluminum futures prices on the SHFE in the calendar month before delivery and the average spot price of alumina in the domestic market in the preceding calendar month. Our customer is normally required to pay for its procurement before each delivery. As a result, the spot price of alumina and fluctuations of primary aluminum prices on the SHFE affect alumina prices under our long-term sales agreements.

Chalco Trading sells the rest of our self-produced and outsourced alumina products on the spot market. We set the price for the external sales of alumina products by reference to alumina prices at reference markets and taking into account the following factors:

- * international and domestic supply-demand situation;
- * CIF Chinese ports prices for alumina imports into China;
- * international and domestic transportation costs;
- * our short-term and mid-term projections for alumina; and
- * relevant import expenses.

We sell the rest of the outsourced alumina on the spot market at prices determined through negotiations with our customers, taking into consideration factors including our procurement prices and the prevailing market conditions.

Primary Aluminum

Our primary aluminum smelting subsidiaries and branches sell a portion of our primary aluminum output directly to external customers. Our primary aluminum smelting subsidiaries and branches also sell a portion of our primary aluminum output internally to Chalco Trading at prices based on the spot prices of primary aluminum on SHFE or Nanchu. Chalco Trading then coordinates the external sales of primary aluminum. We sold the remaining primary aluminum output to Chinalco, which now owns our previous aluminum fabrication business. Our subsidiaries and branches including Chalco Trading sell our self-produced primary aluminum products to external customers through the following three channels:

- * Contract sales. Most of our primary aluminum sales are made pursuant to contracts entered into directly with our long-standing customers. Terms of the sales contracts for primary aluminum are typically one year. We price our primary aluminum products based on the SHFE futures prices and spot market prices.
- * Sales on the SHFE. As part of our effort to manage market risk, we sell a portion of our primary aluminum products on the SHFE through futures contracts with terms ranging from one month to twelve months to hedge against declines in primary aluminum prices.
- * Sales on the spot market. We also sell our primary aluminum products on the spot market at the reference prices we set and adjust as necessary.

In addition, we also procure and sell outsourced primary aluminum on the spot market or through short-term futures and options transactions. We sold approximately 2.5 million tonnes of outsourced primary aluminum in 2015.

To improve the efficiency of our distribution, we divide our China market into several regions as follows:

- * southern China (including Guangdong and Fujian Provinces);
- * eastern China (including Jiangsu and Zhejiang Provinces and Shanghai Municipality);
- * southwestern China (including Sichuan Province and Chongqing Municipality);
- * the Beijing-Tianjin-Tanggu area; and
- * central China.

We sell substantially all of our self-produced and outsourced primary aluminum to domestic customers. We expect China to remain our key market for primary aluminum for the foreseeable future. Customers of our primary aluminum products principally consist of aluminum fabricators and distributors that resell our primary aluminum products to aluminum fabricators or other purchasers.

We establish pricing guidelines for Chalco Trading to conduct external domestic sales of our self-produced primary aluminum products, taking into account three main factors: the primary aluminum spot prices and futures price on the SHFE; spot price in the regions of eastern China and southern China; our production costs and expected profit margins; and supply and demand. We determine our sales prices of the outsourced primary aluminum through negotiations with our customers, taking into consideration factors including our procurement prices and the prevailing market conditions. The smelter filling an order from an external customer is generally responsible for negotiating the pricing and delivery terms and must comply with the market pricing guidelines. In general, we satisfy each purchase order with products from our nearest smelter to minimize transportation costs.

Alumina Chemical Products and Gallium

Alumina chemical products and gallium are derived from our alumina production. We adjust our production of these products based on market demand. Our alumina refineries sell our alumina chemical products directly to external customers or indirectly to external customers through Chalco Trading for subsequent external trading.

We sell most of our alumina chemical products and gallium in China. Prices for our alumina chemical products and gallium are determined through negotiations with our customers, taking into consideration the market conditions. Our total sales of gallium in 2013, 2014 and 2015 amounted to approximately RMB149.8 million, RMB140.9 million and RMB27.99 million, respectively.

Coal

Ningxia Energy sells a portion of its self-produced coal directly to external customers through short-term contracts at prices determined through negotiations with our customers, taking into consideration factors including our procurement prices and the prevailing market conditions. Ningxia Energy consumes the rest of its self-produced coal at its own electric power plant.

In addition, we also procure and sell outsourced coal under long-term agreements or on the spot market through Chalco Trading. We sold approximately 6.1 million tonnes of outsourced coal in 2015.

Trading of Outsourced Non-ferrous Metal Products and Other Materials

Since late 2009, we have been substantially engaged in the trading of alumina and primary aluminum sourced from third-party suppliers. Please see "- Alumina" and "- Primary Aluminum" for more details. We also sell other non-ferrous metal products such as copper, zinc and lead as well as coal products that we procure from our third-party suppliers to external customers on the spot market or under long-term sales agreements. Please see "- Coal." In 2015, we sold approximately 1.1 million tonnes of outsourced copper, zinc and lead. In addition, we also sell outsourced raw and ancillary materials in bulk to customers such as steel manufacturers and copper processing companies on the spot market.

Chalco Trading has a team with trading expertise to conduct research on the markets of non-ferrous metal products and other materials. From time to time, we may enter into futures and options transactions to hedge against price fluctuations in the non-ferrous metal product market.

Delivery

We rely on rail shipping and trucks for the delivery of products within China. Our alumina is transported by rail or trucks, and transportation costs are generally borne by our customers and excluded from our sales prices. For long-distance deliveries, we maintain spur lines connecting our plants to the national railway routes. The price of rail shipping on the PRC national railway system is fixed by the government.

Most of our primary aluminum products are transported by rail, and our coal products are transported both by trucks and by rail.

Principal Facilities

Our principal facilities include 23 principal production plants and our Zhengzhou Institute. Set forth below is a description of our principal production plants.

Guangxi Branch

The Guangxi branch commenced operations in 1994 and is located in Guangxi Zhuang Autonomous Region in southwestern China, an area rich in bauxite reserves. The Guangxi branch obtains bauxite delivered via highway from the Pingguo mine, one of our wholly-owned mines, located less than 17 kilometers from the Guangxi branch.

The Pingguo mine contains large, easily exploitable bauxite reserves with high alumina-to-silica ratios. The Guangxi branch is our only principal refinery that exclusively uses the Bayer process. With technology and production equipment imported from Europe, the Guangxi refinery features a high level of automation and energy efficiency. Since its inception, we have continually increased the designed production capacity at this branch by removing production bottlenecks and investing in capacity expansions. Guangxi branch had an annual alumina production capacity of approximately 2,210,000 tonnes as of December 31, 2015. In 2015, the Guangxi branch produced approximately 2,452,800 tonnes of alumina, along with approximately 125,100 tonnes of alumina chemical products. In 2014, we abandoned primary aluminum production facilities of our Guangxi branch.

Guizhou Branch

The Guizhou branch commenced its smelting operations in 1966 and was subsequently expanded to include alumina refining operations in 1978. We disposed of the assets of alumina production line of Guizhou branch to a subsidiary of Chinalco in June 2013. Our Guizhou branch uses 160Ka and 230Ka pre-bake reduction pot-lines in its primary aluminum production. As a result of technological innovations and overhauls since its inception, our Guizhou smelter is among the most technologically advanced smelters in China. As of December 31, 2015, our Guizhou branch had an annual primary aluminum production capacity of approximately 333,700 tonnes. In 2015, our Guizhou branch produced approximately 306,900 tonnes of primary aluminum.

Our Guizhou branch also contains a modern carbon production facility, which produces carbon cathodes in addition to carbon anodes.

Henan Branch

The Henan branch commenced its alumina refining operation in 1966 and primary aluminum smelting operation in 1967 in Henan Province, a province rich in bauxite reserves. Bauxite is delivered to our Henan branch via railway and highway from the following mines: Xiaoguan mine, Gongyi mine and Dengfeng mine located in Zhengzhou, Luoyang mine in Luoyang, Mianchi mine in Mianchi, Xuchang mine in Zhengzhou, Sanmenxia mine in Sanmenxia and Jiaozuo mine in Jiaozuo. Our Henan branch was the first refinery in China to develop the Bayer-sintering combined process. We also have an alumina production line that uses the ore-dressing Bayer process, which we developed to refine low alumina-to-silica ratio bauxite. Since its inception, the Henan branch's production facilities have undergone substantial technological upgrades, based on equipment imported from Germany and Denmark. The refinery has also benefited from its access to high alumina-to-silica ratio bauxite from our own mines and through purchases on the market. Henan branch had an annual alumina production capacity of approximately 2,410,000 tonnes as of December 31, 2015. In 2015, our Henan branch produced approximately 1,963,900 tonnes of alumina and 191,400 tonnes of alumina chemical products. In January 2013, we ceased the operation of the obsolete primary aluminum production facilities of Henan branch.

Chalco Shandong

Chalco Shandong was incorporated as one of our subsidiaries in the PRC in 2015. The predecessor of Chalco Shandong was our Shandong Branch. The Shandong branch commenced operations in 1954 and has the capacity to produce alumina, primary aluminum and aluminum fabrication products. Bauxite is delivered to Chalco Shandong via railway and highway from the Yangquan mine in Yangquan, Shanxi Province. Its alumina refinery was China's first production facility for alumina. It produces its alumina through the sintering process and Bayer process. The Chalco Shandong purchases some bauxite from overseas and the rest from small third-party mines in Henan and Shanxi Provinces. Chalco Shandong had an annual alumina production capacity of approximately 2,270,000 tonnes as of December 31, 2015. It produced approximately 1,636,900 tonnes of alumina in 2015.

In addition, Chalco Shandong produces substantial amounts of alumina chemical products and produced approximately 1,197,000 tonnes of alumina chemical products in 2015. It is the largest and most technologically advanced alumina chemical products production facility in China with the ability to produce the widest variety of alumina chemical products.

As of December 31, 2015, Chalco Shandong's annual primary aluminum production capacity was approximately 55,000 tonnes and it did not produce any primary aluminum in 2015.

Chalco Shandong also produce aluminum fabrication products. As of December 31, 2015, our Chalco Shandong had an annual aluminum fabrication production capacity of 10,000 tonnes and it produced a small amount of aluminum fabrication products in 2015.

Qinghai Branch

Located in Qinghai Province, our Qinghai branch is a stand-alone primary aluminum production facility. This branch commenced operations in 1987 and is one of the most technologically advanced primary aluminum smelters in China. It operates 160Ka and 200Ka automated pre-bake anode reduction pot-lines that were developed domestically. It benefits from relatively low electricity costs in Qinghai Province due to the hydroelectric power stations in the region. The Qinghai branch sources alumina from our Shanxi, Shandong, Henan branches and Chalco Zhongzhou, but incurs higher transportation costs for both raw materials and its primary aluminum products than our other branches.

Our Qinghai branch had an annual primary aluminum production capacity of approximately 374,000 tonnes as of December 31, 2015. Our Qinghai branch produced approximately 399,500 tonnes of primary aluminum in 2015.

Shanxi Branch

Our Shanxi branch commenced operations in 1987 and is located in Shanxi Province, a province rich in bauxite deposits. Bauxite is transported to our Shanxi branch via railway and highway from the Xiaoyi mine in Shanxi Province. Our Shanxi branch is a stand-alone alumina plant. Shanxi branch had an annual alumina production capacity of approximately 2,600,000 tonnes as of December 31, 2015. Our Shanxi branch produced approximately 2,407,000 tonnes of alumina and 28,300 tonnes of alumina chemical products in 2015.

Our Shanxi branch's production facilities are primarily imported. Shanxi branch relies on bauxite from our own mines as well as external suppliers. It is in the proximity of large coal mines and substantial water resources.

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Chalco Zhongzhou

Located in Henan Province, Chalco Zhongzhou is a stand-alone alumina plant, located near abundant bauxite, coal and water supplies. Chalco Zhongzhou was incorporated as one of our subsidiaries in the PRC in 2015. The predecessor of Chalco Zhongzhou was our Zhongzhou Branch. It commenced operations in 1993 and is equipped with imported and self-developed technology and has undergone various improvements and upgrades, in particular to its sintering process and Bayer process. Our Chalco Zhongzhou obtains bauxite supplies from external suppliers in Henan Province and Shanxi Province and overseas.

We abandoned alumina production capacity of 30,000 tonnes in the Chalco Zhongzhou in 2014. Chalco Zhongzhou had an annual alumina production capacity of approximately 3,050,000 tonnes as of December 31, 2015. Chalco Zhongzhou produced approximately 2,031,200 tonnes of alumina and approximately 372,800 tonnes of alumina chemical products in 2015.

Zunyi Alumina

Zunyi Alumina is located in Zunyi, Guizhou Province. In April 2006, we entered into a joint venture agreement with Guizhou Wujiang Hydroelectric Co., Ltd, to establish a joint venture company, Zunyi Alumina. We held 73.28% of the equity interests in Zunyi Alumina as of December 31, 2015. Zunyi Alumina completed the construction of alumina production facilities and commenced operations in 2010. After the completion of its expansion project in 2012, Zunyi Alumina's annual alumina production capacity reached approximately 1,000,000 tonnes as of December 31, 2015. Zunyi Alumina produced approximately 1,061,600 tonnes of alumina and 2,900 tonnes of alumina chemical products in 2015.

Shanxi Huaxing

Located at Xing County, Lvliang City of Shanxi Province, Shanxi Huaxing is a stand-alone alumina plant which commenced trial production in October 2013. Shanxi Huaxing obtains bauxite supplies from our own mines delivered primarily via highway and is located near abundant coal and water supplies. At the end of December 2015, we disposed 50% of equity interest in Shanxi Huaxing, and as a result Shangxi Huaxing has become our joint venture in accordance with relevant accounting standards.

Shanxi Huaxing had an annual alumina production capacity of approximately 800,000 tonnes as of December 31, 2015. Shanxi Huaxing produced approximately 1,196,200 tonnes of alumina in 2015.

Chongqing Branch

Our Chongqing branch is located in Chongqing. Chongqing branch completed the construction of alumina production facilities in 2010 and its annual alumina production capacity was approximately 800,000 tonnes as of December 31, 2015. Chongqing branch did not produce any alumina or alumina chemical products in 2015. Our Chongqing Branch suspended production in July 2014 due to the relatively significant decrease in the price of alumina as compared with that during the construction period, large negative variation of mineral resources and the high costs of natural gas and other energy.

Guizhou Huajin

Established in July 2014 and located in Qingzhen, Guizhou Province, Guizhou Huajin specializes in producing alumina products. Guizhou Huajin had an annual alumina production capacity of approximately 1,600,000 tonnes as of December 31, 2015. Guizhou Huajin produced approximately 546,800 tonnes of alumina products in 2015.

Lanzhou Branch

Located in Lanzhou city in Gansu Province, our Lanzhou branch is a stand-alone primary aluminum plant. It was part of Lanzhou Aluminum before July 2007 and was acquired by us through share exchange in April 2007. In July 2007, Lanzhou Aluminum was divided into two wholly-owned entities: Lanzhou branch and Northwest Aluminum. Our Lanzhou branch owns a primary aluminum smelting plant with a designed annual primary aluminum production capacity of approximately 388,000 tonnes as of December 31, 2015. It produced approximately 403,000 tonnes of primary aluminum in 2015.

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Shanxi Huaze

Shanxi Huaze is situated in Shanxi Province. In March 2003, we established the joint venture company, Shanxi Huaze, with Zhangze Electric Power to commence the construction of a primary aluminum production facility. Shanxi Huaze's designed annual production capacity of primary aluminum was approximately 424,000 tonnes as of December 31, 2015 and it produced approximately 263,500 tonnes of primary aluminum in 2015. We currently hold 60% of the equity interest of Shanxi Huaze.

Shanxi Huasheng

Shanxi Huasheng is situated in Shanxi Province. In December 2005, we entered into a joint venture agreement with Shanxi Guan Lv Company Limited to establish a joint venture company, Shanxi Huasheng. Shanxi Huasheng commenced operations in March 2006 and had a designed annual production capacity of primary aluminum of approximately 220,000 tonnes as of December 31, 2015. In 2015, Shanxi Huasheng produced approximately 222,900 tonnes of primary aluminum. We currently hold 51% of the equity interest in Shanxi Huasheng.

Zunyi Aluminum

Zunyi Aluminum is situated in Guizhou Province. We currently hold 62.1% of the equity interest in Zunyi Aluminum. Zunyi Aluminum's annual primary aluminum production capacity was approximately 235,000 tonnes as of December 31, 2015 and it produced approximately 102,700 tonnes of primary aluminum in 2015.

Fushun Aluminum

Fushun Aluminum is situated in Liaoning Province, and is a stand-alone primary aluminum plant. In March 2006, we entered into a share transfer agreement with Liaoning Fushun Aluminum Plant to acquire 100% of the equity interests in Fushun Aluminum for a consideration of RMB500 million. Fushun Aluminum's primary business is the production of primary aluminum and carbon products. Fushun Aluminum had an annual primary aluminum production capacity of approximately 330,000 tonnes as of December 31, 2015. Fushun Aluminum produced approximately 181,900 tonnes of primary aluminum in 2015. Fushun Aluminum suspended production in October 2015 due to the relatively significant decrease in the price of primary aluminum and high costs of electricity.

Shandong Huayu

Shandong Huayu is situated in Shandong Province and is a stand-alone primary aluminum plant. We currently hold 55% of the equity interest in Shandong Huayu. Shandong Huayu had an annual primary aluminum production capacity of approximately 200,000 tonnes as of December 31, 2015. Shandong Huayu also has supporting facilities and coal-fired generators. In 2015, Shandong Huayu produced approximately 216,800 tonnes of primary aluminum.

Gansu Hualu

Gansu Hualu is situated in Gansu Province, and is a stand-alone primary aluminum plant. In August 2006, we entered into a share transfer agreement with Baiyin Nonferrous Metal (Group) Co., Ltd. ("Baiyin Nonferrous") and Baiyin Ibis Aluminum Co., Ltd. ("Baiyin Ibis"). Baiyin Nonferrous contributed 127,000 tonnes of primary aluminum smelting and supporting facilities owned by Baiyin Ibis as capital contribution and holds a 49% equity interest in Gansu Hualu, a subsidiary of Baiyin Ibis, and we hold 51% of the equity interest in Gansu Hualu. Gansu Hualu had an annual primary aluminum production capacity of approximately 230,000 tonnes as of December 31, 2015 and it produced approximately 192,100 tonnes of primary aluminum in 2015. Gansu Hualu suspended production in November 2015 due to the relatively significant decrease in the price of primary aluminum and high cost of electricity.

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Baotou Aluminum

Baotou Aluminum is located in Inner Mongolia Autonomous Region, and is a stand-alone primary aluminum plant. On December 28, 2007, through A Shares issuance and exchange for Baotou Aluminum shares, we acquired 100% of the equity interest of Baotou Aluminum. Baotou Aluminum had a designed annual primary aluminum production capacity of approximately 538,000 tonnes as of December 31, 2015. In 2015, it produced approximately 545,700 tonnes of primary aluminum.

Liancheng branch

Liancheng branch is located in Gansu Province. In late May, 2008, we acquired 100% of the equity interest of Liancheng Longxing Aluminum Company Limited from Chinalco on the China Beijing Equity Exchange and subsequently turned it into our Liancheng branch which specializes in producing primary aluminum. Liancheng branch had an annual primary aluminum production capacity of approximately 523,000 tonnes as of December 31, 2015. It produced approximately 472,600 tonnes of primary aluminum in 2015.

Longmen Aluminum

Located in Shanxi Province, Longmen Aluminum was established in 1991. We hold 55% of its equity interests. It specializes in producing primary aluminum. In March 2012, we ceased the operation of our obsolete primary aluminum production facilities of Longmen Aluminum.

Chalco Nanhai

Established in June 2007 and located in Foshan, Chalco Nanhai specializes in aluminum fabrication. Chalco Nanhai commenced its commercial operation in 2011 and had an annual aluminum fabrication production capacity of approximately 110,000 tonnes as of December 31, 2015. It suspended production and did not produce any aluminum fabrication products in 2015.

Ningxia Energy

We acquired 70.82% of the equity interest in Ningxia Energy in January 2013. Please see "- A. History and Development of the Company - Significant Acquisitions and Joint Ventures." Ningxia Energy was established in June 2003. It is an integrated power generation company with total installed capacity of 2881.5 MW, operating coal mines located in Ningxia Autonomous Region. Its principal business includes conventional coal-fired power generation and renewable energy generation. In 2015, Ningxia Energy produced approximately 8.0 million tonnes of coal and approximately 8.7 billion kWh of electricity.

Zhengzhou Institute

Zhengzhou Institute, located in Zhengzhou, Henan Province, was incorporated as our subsidiaries in 2015. Its predecessor was established in August 1965 and had been served as the central to our research and development efforts. The Zhengzhou Institute specializes in the research and development of technology for smelting aluminum. It is the only Zhengzhou Institute in China dedicated to light metals research and has played a key role in bringing about technological innovations in China's aluminum industry. The Zhengzhou Institute operates test facilities, which produce alumina chemical products and primary aluminum. The Zhengzhou Institute was approved by the Ministry of Science and Technology of the PRC in 2003 to establish the National Research Center of Aluminum Refinery Technologies and Engineering. In 2014, our Zhengzhou Institute abandoned its primary aluminum production facilities. As of December 31, 2015, our Zhengzhou Institute has a limited alumina chemical products production capacity, which it uses in connection with its research and development efforts.

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Competition

Competition from Domestic Competitors

Alumina

As the largest producer of alumina in China, although we face competition from other large domestic refineries, we have several advantages over such competitors, including:

- * we have access to a substantial and stable supply of bauxite;
- * we are experienced in alumina production and our production technologies are specifically adapted to the particular chemical composition of bauxite found in China;
- * we have strong capacity in technology research and hold certain proprietary technologies and patents; and
- * our substantial workforce that has extensive experience in production and management.

In order to improve the efficiency and competitiveness of the Chinese alumina industry as well as to protect the environment, MIIT published "Standard Conditions for Aluminum Industry" (the "Standard Conditions") in July 2013, which established a high entry barrier for new alumina producers in China and imposed stringent requirement for existing alumina companies.

Primary Aluminum

We derived all of our primary aluminum revenues from domestic sales in 2015. Our competitors include other domestic and international primary aluminum producers that conduct sales in China. In 2015, our primary aluminum production represented approximately 10.67% of total domestic production in China.

We are a leading enterprise in non-ferrous metal industry in China. Currently, 19 primary aluminum producers in China (including Chalco) have annual production capacity of 500,000 tonnes or more, which represent approximately 81.6% of the total primary aluminum production capacity in China. Among these 19 primary aluminum producers, 11 primary aluminum producers in China (including Chalco) have annual production capacities of one million tonnes or more, which represent approximately 66.8% of the total primary aluminum production capacity in China. The PRC government encourages consolidation in the Chinese primary aluminum industry to create larger, more efficient producers that are better positioned to implement measures to reduce emissions. Moreover, according to the Standard Conditions and other administrative regulations, new aluminum projects for expanding production capacity must be approved by the relevant department of the State Council of China and must have stable supply of alumina. As of the date of the annual report, the relevant department of the State Council of China is not expected to approve any new aluminum projects except those environmental protection upgrade projects and expired equipment exchange projects planned by the PRC government.

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Although we face competition from other large domestic smelters, we have several advantages over such competitors, including:

- * Scale of production. With 12 primary aluminum smelters, we can achieve significant economies of scale. In addition, our scale of production enables us to achieve high production volumes to fill large customer orders and maintain a large customer base. Through our national distribution network, we are able to make timely deliveries to customers from our local warehouses.
- * Technology. We believe we have more sophisticated and efficient technology than most of our domestic competitors. Our Liancheng and Lanzhou branches are among the most technologically advanced primary aluminum smelting facilities in China. In addition, our technological support and research and development capabilities are superior to other domestic smelters.
- * Vertical integration. As the largest integrated alumina and primary aluminum producer in China, we are able to supply alumina internally to our primary aluminum plants. As a result, we save on transportation, warehousing and related costs. In addition, because we operate our own alumina refineries, we are able to assure a stable supply of alumina for our primary aluminum smelting operations.
- * Quality. The quality of our primary aluminum has maintained high standards and continued improving, and has satisfied national and industrial standards and customers' need.

The primary aluminum produced by most of our smelters satisfies the quality standards of the LME.

Competition from International Competitors

The tariff rate for alumina and primary aluminum imports was eliminated on January 1, 2008 and August 1, 2007, respectively. In 2015, China imported approximately 4.7 million tonnes of alumina, representing approximately a 11.9% decrease from 2014. China had net import of approximately 123,000 tonnes of primary aluminum in 2015, which represented a 28.2% decrease from 2013. We expect to continue to face competition from international suppliers of alumina and primary aluminum which are large international companies. Some competitors may also consider establishing joint venture companies with local producers in China to gain access to the resources in China and to lower transportation costs. However, we expect to continue benefiting from certain PRC governmental policies that promote the growth of large domestic smelters.

Research and Development

Our research and development efforts over the years have facilitated the expansion of our production capacity and reduced our unit costs. We have successfully commercialized our previous research and development results in various technologies. In 2015, we completed 60 technological projects, including 39 independent research and development projects, 15 special projects of key science and technology and six application projects of science and technology. In addition, we filed a total of 98 patent applications in 2015.

As of December 31, 2015, we owned 1,716 patents, which were primarily related to technologies and process, equipment and new products. Once registered, a patent in China for an invention is valid for 20 years and for a utility model or a design, 10 years from the date of the patent application. As of December 31, 2015, we owned 25 trademarks, each of which had a term of 10 years.

We do not regard any single patent, license, or trademark to be material to our sales and operations as a whole. We are neither involved in any material intellectual property disputes against us nor are we pursuing any legislation relating to intellectual property rights against any party.

Environmental Protection

Our operations are subject to a wide variety of PRC national and local environmental laws and regulations, including those governing waste discharge, generation, treatment and disposal of hazardous materials, land reclamation, air and water emissions and mining matters. For example, the PRC government has set discharge standards for emissions to air and water. To enforce these standards, national environmental protection authorities have imposed discharge fees that increase for each incremental amount of discharge up to the limit set by the regulation. The relevant PRC government agencies are authorized to order any operations that exceed discharge limits to take remediation measures, which are subject to the relevant agency's approval, or order the closure of any operations that fail to comply with applicable regulations.

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The pollutants discharged from our alumina refining process include red mud, waste water and gas emissions and particulates. Our primary aluminum production process generates fluorides, pitch fume and particulates. It is illegal to release these pollutants untreated, or those after treatment but still not complying with discharge limits, the discharge of these pollutants must comply with national and local discharge limits.

Each of our alumina refineries, primary aluminum smelters and other production plants has its own waste treatment facilities onsite or has developed other methods to dispose of industrial waste in compliance with applicable environmental laws and regulations. We were granted ISO14001 accreditations issued by China Quality Certification Center and the International Certification Network in 2004. In 2015, we passed the review and the accreditations were renewed.

We have increased our energy-efficiency by implementing new production techniques and technologies, upgrading our production facilities, optimizing our production process and enhancing our logistics and operations management. Through these efficiency initiatives, we estimate that we conserved the energy equivalent of 740,000 tonnes of standard coal in 2015. We have incorporated clean technology and processes into our operations with a view to promoting the concept of "zero emission" plants. Since 2009, we have achieved our target of zero industrial waste water emission.

Our total expenditures for maintaining compliance with environmental laws and regulations were RMB556.4 million, RMB520.2 million and RMB627.3 million for the years ended December 31, 2013, 2014 and 2015, respectively. In 2015, we did not have any major environmental pollution incidents.

Insurance

We maintain insurance coverage for our fixed assets such as plant, machinery, equipment, office facilities and transportation vehicles against accidents or natural disasters such as typhoons, hurricanes, floods, landslides and lightning strikes. However, there are certain types of losses, such as losses from war, acts of terrorism and nuclear radiation, for which we cannot obtain insurance at a reasonable cost or at all.

We are covered under the work-related injury insurance required by the local government labor departments, and we have procured additional business accidental insurance for our employees. More extensive insurance is either unavailable in China or would impose a cost on our operations that would reduce our competitiveness.

Our insurance premiums were RMB41.0 million, RMB33.4 million and RMB33.2 million in 2013, 2014 and 2015, respectively.

Seasonality

Our business is not subject to seasonality.

Cyber Security

With respect to our internet policies on cyber-security and Internet safety, we have established an information safety management system and issued internal regulations on cyber-security, internal hardware and data safety systems. We are gradually implementing measures relating to the office environment information safety management, information system access control, protection from any malicious software, and internal review and audit of information safety risks, in order to prevent loss of information due to cyber-security incidents, network outages or hardware incidents. During the year ended December 31, 2015, we did not experience any material cyber-security incidents or related losses.

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Regulatory Overview

Producers of alumina and primary aluminum are subject to national industrial policies and relevant laws and regulations in areas of environmental protection, import and export, land use, foreign investment regulation and taxation. We are also subject to regulations relating to activities such as mining.

We are principally subject to governmental supervision and regulation by three agencies of the PRC government:

*

the NDRC, which sets and implements the major policies concerning China's economic and social development, approves investments exceeding certain amounts, coordinates and improves the reform of the economic system;

- * the Ministry of Land and Resources of China, which has the authority to grant land use licenses and mining right permits;
- * the MIIT, which formulates industrial policies and investment guidelines for all industries including the aluminum industry; and
- * the CSRC, the securities regulatory commission of China

The following is a brief summary of the principal laws, regulations, policies and administrative directives to which we are subject.

Requirements for Capital Investments

Any capital markets financing activities by an enterprise or company incorporated in the PRC such as those to finance capital projects, are subject to approval by the CSRC and/or other relevant authorities in China, regardless of whether the funds are raised in China or on the international capital markets. An issuer incorporated in the PRC must obtain prior approval from the CSRC for issuance of equity securities or equity-linked securities. Offering of corporate bonds in the PRC by a listed PRC-incorporated company is subject to approval from the CSRC, while offering of enterprise bonds in the PRC by other enterprises was subject to approval from the NDRC and/or other relevant authorities. Offering of bonds by a PRC-incorporated company outside the PRC is subject to approval from the NDRC, the People's Bank of China and/or the State Administration of Foreign Exchange (the "SAFE"). However, since September 14, 2015, NDRC has no longer required the PRC company to obtain a prior approval for offering overseas bonds and instead required to file a registration afterwards. For all overseas financing activities by an enterprise or company incorporated in the PRC, the issuer must register with and obtain prior approval from the administrative authorities of foreign exchange. Foreign investment in the exploring and mining of alumina and primary aluminum is permitted by the PRC government.

Standard Conditions for Aluminum Industry

Standard Conditions provides that bauxite mining, alumina and primary aluminum projects must comply with the state industry policies and overall plans on the development of aluminum industry, land use, urban planning and designation of functional zones. The aluminum smelting enterprises must be appropriately distributed according to conditions including availability of resources, energy and environment. The regulation indicates that with guidance and plans, aluminum smelting enterprises located in regions lacking competitive production elements should be gradually moved to more competitive region, and the amount of newly increased production capacity shall be strictly controlled to prevent excessive capacity caused by over-investing. The regulation further sets standards for production scale and major external conditions for newly established bauxite mining, alumina, electrolytic aluminum and recycled aluminum projects. The MIIT promulgated on April 4, 2014, January 4, 2015 and February 14, 2016, respectively, the first, the second and the third lists of enterprises that meet the Standard Conditions for the aluminum industry. Most of our production branches and subsidiaries have met the Standard Conditions and are included on these lists.

Pricing

The PRC government does not impose any limitations with respect to the pricing of alumina, primary aluminum and related products. Thus, alumina and primary aluminum producers are free to set prices for their products. All the raw materials, supplemental materials and other supplies that we purchase are based on market prices. Freight transportation on the national railway system is subject to government mandated pricing.

Electricity Supply and Price

The State Electricity Regulatory Commission of China is responsible for the supervision and administration of the power industry in China. The NDRC and local governments regulate electricity pricing.

The Electric Power Law of China and related rules and regulations govern construction, generation, supply and consumption of electric power. Currently, China's state-owned power companies, through their respective local subsidiaries, operate all the regional power grids in China from which we obtain a part of our electricity requirements. In October 2007, Chinese government issued "Notice on Further Solutions of the Difference in Electricity Rates", according to which the preferential electricity prices originally enjoyed by Chinese primary aluminum enterprises have been gradually abolished. In December 2007, Chinese government issued "Notice of Eliminating Preferential Electricity Rate for High Energy Consuming Enterprises and Related Matters", which further eliminated the preferential electricity price arrangement enjoyed by Chinese primary aluminum enterprises. In December 2013, the NDRC and MIIT issued the "Circular on the Policies for Tiered Pricing of Electricity Used by Electrolytic Aluminum Enterprises" (the "Electricity Tiered Pricing Circular"), which became effective on January 1, 2014, to impose tiers of electricity prices on primary aluminum smelters. Specifically, if the alternating current consumed by any smelter is more than 13,700 kWh per tonne of molten aluminum but no more than 13,800 kWh per tonne of molten aluminum, such smelter must pay additional RMB0.02 per kWh for the electricity used. If the alternating current consumed by any smelter is more than 13,800 kWh per tonne of molten aluminum, such smelter must pay additional RMB0.08 per kWh for the electricity used.

In March 2015, new policies and reforms relating to electricity generation, retail, usage, and other related sectors were introduced. Under "*Several Opinions of the CPC Central Committee and the State Council on Further Deepening the Reform of the Electric Power System*", a series of reforms relating to electricity pricing, distribution and retail segments, electricity trading, distributed generation, and other aspects has been put forward. We expect that these electric system reforms will bring about profound impacts on China's electricity market and aluminum industry.

Regulations Concerning Imports and Exports of Alumina and Primary Aluminum

Import taxes on alumina and primary aluminum have been eliminated. The export tariff on certain primary aluminum products has been 15% since August 1, 2007.

Environmental Protection Laws and Regulations

The Ministry of Environmental Protection of China is responsible for supervision and administration of environmental protection in China. It formulates national environmental quality and discharge standards and monitors China's environmental system. Environmental protection bureaus at the county level or above are responsible for environmental protection within their respective jurisdictions.

Environmental regulations require each enterprise to file an environmental impact report with the relevant environmental bureau for approval before undertaking the construction of a new production facility or any major expansion or renovation of an existing production facility. New facilities built pursuant to this approval are not permitted to operate until the relevant environmental bureau has performed an inspection and concluded that the facilities are in compliance with environmental standards.

The Environmental Protection Law requires any facility that produces pollutants or other hazards to incorporate environmental protection measures in its operations and establish an environmental protection responsibility system. Such system includes adoption of effective measures to control and properly dispose of waste gases, waste water, waste residue, dust or other waste materials. Any entity that discharges pollution must register with the relevant environmental protection authority.

Penalties for breaches of the Environmental Protection Law include warning, payment of damages and imposition of fines. Any entity undertaking a construction project that fails to install pollution prevention and control facilities in compliance with environmental standards for a construction project may be ordered to suspend production or operations or to cease operations and may be fined. Criminal liability may be imposed for a material violation of environmental laws and regulations that causes any significant loss of property or personal injuries or death.

Mineral Resources Laws and Regulations

All mineral resources in China are owned by the state under the current Mineral Resources Law. Exploration, exploitation and mining operations must comply with the relevant provisions of the Mineral Resources Law and are under the supervision of the Ministry of Land and Resources. Exploration and exploitation of mineral resources are also subject to examination and approval by the Ministry of Land and Resources or relevant local authorities. Upon approval, the relevant administrative authorities, which are responsible for supervision and inspection of mining exploitation in their jurisdiction, will issue an exploration permit or mining permit. The holders of mining rights are required to file with the relevant administrative authorities annually.

The PRC government permits mine operators of collectively owned mines to exploit mineral resources in designated areas and individuals to mine scattered mineral resources. Such mine operators and individuals are subject to government regulation. Mining activities by individuals are restricted. Individuals are not permitted to exploit mineral reserves allocated for exploitation by a mining enterprise or company, or specified minerals prescribed by the state for protective mining. Indiscriminate mining that damages mineral resources is prohibited.

If mining activities result in damage to arable land, grassland or afforested area, the mining operator must take measures to return the land to an arable state within the prescribed time frame. Any entity or individual which fails to fulfill its remediation obligations may be fined and denied application for land use rights for new land by the relevant land and natural resources authorities.

It is unlawful for an entity or individual to conduct mining operations in areas designated for other legal mining operators. A mining operator whose exploitation causes harm to others in terms of production or in terms of living standards is liable for compensation and is required to take necessary remedial measures. When a mine is closed, a mine closure report and information concerning the mining facilities, hidden dangers, remediation and environmental protection must be submitted for examination and approval in accordance with the relevant PRC law and regulations.

The mineral products illegally extracted and the income derived from such activities may be confiscated and may result in fines, revocation of the mining permit and, in serious circumstances, criminal liability.

Energy Conservation Law

The new Energy Conservation Law came into effect on April 1, 2008. It sets out the general principles for reducing energy waste and improving efficiency of energy consumption. It urges the adjustment of industry structure and replacement of high energy consumption projects with new energy or renewable energy resources. In March 2014, the MIIT issued a regulation, the "Opinion on Implementing Supervision of Industrial Energy Conservation", which lists the primary aluminum smelting as one of the high energy consumption operations that will be highly monitored. In December 2014, the MIIT issued the Guidance for National Industrial Efficiency, which sets forth industrial efficiency standards for producers of major products in industries that involve high energy consumption, which included electrolytic aluminum and aluminum oxide products.

Tax Laws and Regulation

In March 2007, the PRC government promulgated the Enterprise Income Tax Law which became effective from January 1, 2008. The Enterprise Income Tax Law imposes a single income tax rate of 25% on both domestic and foreign invested enterprises. Certain branches and subsidiaries of us were granted tax concessions including preferential tax rates of 15%. On December 6, 2007, PRC government promulgated the Enterprise Income Tax Law Implementation Rules which also became effective on January 1, 2008.

C. ORGANIZATIONAL STRUCTURE

Below is a summary of our corporate structure and principal subsidiaries as of December 31, 2015:

Company	Percentage of ownership interest attribution to the Company	Principal activities
Baotou Aluminum Co., Limited	100%	Manufacture and distribution of primary aluminum, aluminum alloy and carbon products
Chalco Hong Kong Ltd. ⁽¹⁾	100%	Overseas investments, import and export activities
Chalco Zunyi Alumina Co., Ltd.	73.28%	Manufacture and distribution of alumina
China Aluminum International Trading Co., Ltd.	100%	Import and export activities
Chalco Mining Co., Ltd.	100%	Manufacture, acquisition and distribution of bauxite mines, limestone ore, aluminum magnesium ore and related non-ferrous metal products

Fushun Aluminum Co., Ltd.	100%	Aluminum smelting, producing carbon-related products and manufacture and distribution of nonferrous metals
Gansu Hualu Aluminum Co., Ltd.	51%	Manufacture and distribution of primary aluminum
Shandong Huayu Alloy Material Co., Ltd.	55%	Manufacture and distribution of primary aluminum and aluminum alloy
Shanxi Huasheng Aluminum Co., Ltd.	51%	Manufacture and distribution of primary aluminum, aluminum alloy and carbon-related products
Shanxi Huaze Aluminum and Power Co., Ltd.	60%	Manufacture and distribution of primary aluminum and anode carbon products and electricity generation and supply
Zunyi Aluminum Co., Ltd.	62.10%	Manufacture and distribution of primary aluminum
Gansu Huayang Mining Development Company Limited	70%	Manufacture and distribution of coal and other mineral products
Chalco Energy Co., Ltd.	100%	Thermoelectric supply and investment management
Chalco Ningxia Energy Group Co., Ltd.	70.82%	Thermal power, wind power and solar power generation, coal mining, and power related equipment manufacturing
Chalco Hong Kong Investment Company Limited ⁽¹⁾	100%	Bond issuance
Guizhou Huajin Aluminum Co., Ltd.	60%	Manufacture and distribution of alumina
Yinxing Energy ⁽²⁾	52.91%	Operation of wind power, design, manufacture and distribution of wind power and solar power equipment
Chalco Zhongzhou Research Institute of Non-ferrous Metal Co., Ltd	100%	Research and development services
Chalco Shandong Co., Ltd.	100%	Manufacture and distribution of alumina
Guangxi Investment Co., Ltd.	100%	Investment management
Chalco Zhongzhou Aluminum Co., Ltd.	100%	Manufacture and distribution of alumina
Shanxi Aluminum China Resources Co., Ltd.	50%	Manufacture and distribution of primary aluminum
China Aluminum Logistics Group Corporation Co., Ltd. ⁽³⁾	100%	Logistic transportation

(1) *Chalco Hong Kong Ltd. is incorporated in Hong Kong and Chalco Hong Kong Investment Company Limited is incorporated in the British Virgin Islands. All other principal subsidiaries are incorporated in the PRC.*

(2) *We indirectly hold 52.91% shares of Yinxing Energy through Ningxia Energy, a subsidiary of ours in which we hold 70.82% of its shares.*

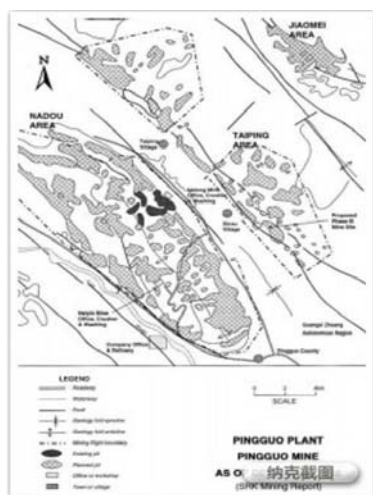
(3) *We directly hold 81.87% shares and indirectly hold 18.13% shares, through China Aluminum International Trading Co., Ltd. of China Aluminum Logistics Group Corporation Co., Ltd.*

D. PROPERTY, PLANTS AND EQUIPMENT

Mines

Bauxite Mines

The following map sets forth details of the area surrounding Pingguo mine, our largest bauxite mine in China:



The Guangxi Pingguo plant, located in the Guangxi Zhuang Autonomous Region, commenced operations in 1994. The surrounding infrastructure includes roadways and waterways.

Modernization and Physical Condition, Equipment, Infrastructure and Other Facilities

We have modern facilities at our mines in China, which were designed by professional PRC mine design institutes and adhere to international standards. Our mines are either open pit or underground. Our mines generally have mining offices and transportation facilities that have access to local roads and highways. In addition, we utilize advanced heavy equipment such as bulldozers and scrapers.

Source of Power and Water

All of our mining facilities in China are connected to the local or regional electric power grids. In addition, our mining facilities are connected to reliable water sources, all of which were sufficient for the requirements of each individual mine.

Our mines in Indonesia have access to local roads. The two mines in production are powered by diesel fuel and are equipped with washing machines.

Coal Mines

We acquired 70% of the equity interest in Gansu Huayang in March 2011, which holds exploration rights for certain coal deposits in Gansu Province, namely, Luochuan mine. The exploration permit will expire in October 2016. Luochuan mine is an underground mine. We have completed the exploration but have not commenced development of Luochuan mine. As of the date of this annual report, neither proven nor probable reserves have been established in accordance with United States Securities and Exchange Commission Industry Guide 7 ("Industry Guide 7").

We acquired the mining rights for certain coal deposits Guizhou Province, namely Laodonghe mine, in January 2013 through Chalco Guizhou Mining Co., Ltd. We held 80.0% of the equity interest of Laodonghe mine. The mining permit will expire in December 2018. We have completed the exploration but have not commenced development of Laodonghe mine. Laodonghe mine is an underground mine. As of the date of this annual report, neither proven nor probable reserves have been established in accordance with Industry Guide 7.

We completed the acquisition of 70.82% of the equity interest in Ningxia Energy in January 2013, which holds mining rights or exploration rights for certain coal deposits in Ningxia Autonomous Region. The coal mines owned and operated by Ningxia Energy include Wangwa mine, Wangwa No.2 mine, Yindonggou mine and Yinxingyijing mine, all of which are underground thermal coal mines. The operations at these coal mines are powered by electricity from local power grids and are accessible by public roads. As of the date of this annual report, neither proven nor probable reserves have been established in accordance with Industry Guide 7.

Wangwa mine and Wangwa No. 2 mine are currently in extraction stage. We primarily use fully mechanized longwall mining method to extract coal from Wangwa mine and Wangwa No. 2 mine and we use advanced coal mining equipment including hydraulic roof supports and shearers. Yindonggou mine has completed construction for capacity expansion and technology upgrade and is currently in trial production. The mining permit of Yindonggou mine will expire in July 2016. Ningxia Energy holds 50% of the interest in Yinxingyijing mine with the joint owner not participating in the operation of such mine. Yinxingyijing mine is currently under development. The exploration permit of Yinxingyijing mine will expire in August 2016 and we are in the process of applying for mining permit.

The following table sets forth detailed information on Wangwa mine and Wangwa No. 2 mine:

	Wangwa mine	Wangwa No. 2 mine
Nature of Ownership	Owned and operated by Ningxia Energy, a 70.82% subsidiary of Chalco	Owned and operated by Ningxia Energy, a 70.82% subsidiary of Chalco
Commencement of construction	1984 ⁽¹⁾	2007
Commencement of extraction	1990 ⁽¹⁾	2010
Permit renewal	January 2017	July 2017
Mining recovery rate (%) ⁽²⁾	78%	76%
Depth of mine (meters underground)	400	400
Average thickness of main coal seam (meters)	6-11	8-10

Calorific value (Kcal/kg)	4,900-5,100	4,800-5,000
Sulphur content (%)	1.1	1.2
Average ash content (%)	14.2	15.3

- (1) *Wangwa mine implemented a capacity expansion and technology upgrade in 2008 and resumed its production after completion of the foregoing expansion and upgrade in 2009. In addition, Wangwa mine is currently under construction for capacity expansion and technology upgrade and we expect to commence trial production with annual production capacity of 3.0 million tonnes at the end of 2016.*
- (2) *The mining recovery rate is the rate of the amount of coal recovered from a determined amount of reserves, which is calculated by dividing the actual volume of coal recovered in a year by the volume of reserves mined and consumed in the same year.*

For the year ended December 31, 2015, Ningxia Energy incurred capital expenditures of approximately RMB367.8 million and RMB687.6 million, respectively, on infrastructure construction and facility upgrading of its coal mines.

Land

Chinalco leases to us 401 pieces or parcels of land, located in eight provinces, covering an aggregate area of approximately 47.39 million square meters for any purpose related to our operations and businesses. Currently, all leases for our properties are valid and have not expired. The leased land mainly consists of:

- * 389 pieces of allocated land with an area of approximately 46.09 million square meters. Chinalco has obtained authorization from the relevant administrative authorities to manage and lease the land use rights for such land; and
- * 12 pieces of land with an area of approximately 1.3 million square meters. Chinalco has paid the land premiums and obtained land use rights certificates.

The land is leased for the following terms:

- * allocated land: 50 years commencing from July 1, 2001 (except for land use rights of mines operated by us, whose leased terms shall end on the expiration date of the mining rights or at the end of the actual mine life, whichever is earlier);
- * granted land: until expiration of the relevant land use right permits; and
- * for both allocated or granted land: normal commercial terms that stipulate, among other conditions, the terms of use, monthly or annual rental amounts payable in RMB and a six-month notification provision for termination of any lease agreement.

Buildings

Our principal executive offices, which we lease from Chinalco, are located at No. 62 North Xizhimen Street, Hai Dian District, Beijing, People's Republic of China, 100082.

Pursuant to the reorganization in connection with our initial public offering in 2001, Chinalco transferred to us, among other operating assets, ownership of the buildings and properties for the operation of our core businesses. Chinalco retained its remaining buildings and properties for its operations. The buildings transferred to us comprise 4,631 buildings with an aggregate gross area of approximately 4.2 million square meters. These buildings may be sold or transferred only with the consent of Chinalco and in accordance with applicable land transfer procedures. Chinalco has undertaken to provide its consent and the necessary assistance to affect land grant procedures to ensure that our buildings can be legally transferred or sold.

We and Chinalco also lease to each other a number of other buildings and properties for ancillary uses, which comprise mainly buildings for offices, dormitory, canteen and storage purposes. We lease 302 buildings to Chinalco, with an aggregate gross area of approximately 301,671 square meters. Chinalco leases 109 buildings to us, with an aggregate gross area of approximately 222,588 square meters. Chinalco had obtained proper land and building title certificates for all of the buildings it leases to us by the end of 2004. On March 28, 2005, we entered into a tenancy agreement with China Aluminum Development Company Limited, a wholly-owned subsidiary of Chinalco, for leasing the office premises at 12th to 16th floors and 18th to 31st floors of No. 62 North Xizhimen Street, Hai Dian District, Beijing, PRC with an aggregate gross floor area of 30,160.81 square meters for a term of three years. On October 15, 2008, our tenancy agreement with China Aluminum Development Company Limited expired, and we renewed the tenancy agreement to extend it for another three years commencing on October 16, 2008, pursuant to which, the aggregated gross floor area we leased under such tenancy agreement was increased to 30,188.0 square meters. On October 10, 2010, we entered into a supplemental tenancy agreement with China Aluminum Development Company Limited, pursuant to which, the aggregate gross floor area we lease under the tenancy agreement was reduced to 26,036.3 square meters. On October 15, 2011, we renewed the tenancy agreement to extend it for another two years, pursuant to which, the aggregate gross floor area we lease under the tenancy agreement was further reduced to 23,551 square meters. On March 26, 2013, we renewed the tenancy agreement with its term to be expired on December 31, 2015, and we were under the process of further renewing the tenancy agreement as of the date of this annual report.

For environmental issues in relation to the utilization of our assets, please refer to "- Environmental Protection."

Our Expansion

Our expansion projects in 2015 primarily include:

- * The mining project of Zhongzhou for the bauxite at Duancun-Leigou: This project is expected to commence production in December 2016, with an estimated annual bauxite production capacity of 1.6 million tonnes. We expect to invest a total amount of RMB1,358 million, and we had incurred RMB805 million of capital expenditure as of December 31, 2015.

- * Capacity expansion and technology upgrade of Wangwa mine: This project is expected to commence trial production by the end of 2016, with an estimated annual production capacity of 3.0 million tonnes. The project is planned to have a total annual capacity of 6.0 million tonnes. We expect to invest a total amount of approximately RMB3.1 billion in this project and we had invested approximately RMB673 million as of December 31, 2015.
- * The underground mining project of 0-24 line in Guizhou Maochang Mine: The project was ready for mining operation in December 2015, with 1.20 million tonnes of additional production capacity of bauxite. We expect to invest a total amount of RMB787 million in this project and we had invested RMB651 million by the end of December 31, 2015.
- * Qingzhen alumina project: This project commenced trial production in August 2015, with an annual alumina production capacity of 1.6 million tonnes. We expect to invest a total amount of approximately RMB3.8 billion in this project and we had invested approximately RMB3.3 billion as of December 31, 2015.

We intend to fund these capital expenditures through a combination of internal funds derived from our own operations and the proceeds from medium-term and long-term debt financing.

ITEM 4A. UNRESOLVED STAFF COMMENTS

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion and analysis should be read in conjunction with our audited consolidated financial statements and selected historical financial data, in each case together with the accompanying notes included elsewhere in this annual report. This section contains certain "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are not guarantees of our future performance or results and our actual results could materially differ from those disclosed in the forward-looking statements. In evaluating our business, you should carefully consider the information provided in "Item 3. Key Information - D. Risk Factors."

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A. OPERATING RESULTS

Overview

We are a leading enterprise in non-ferrous metal industry in China. We are engaged principally in alumina refining, primary aluminum smelting, and trading of non-ferrous metal products, coal products and other products. In addition, we are engaged in coal mining and power generation. The remainder of our revenues were derived from research and development activities and other products and services. We organize and manage our operations according to the following key segments:

- * Our alumina segment, which consists of the mining and purchasing of bauxite and other raw materials, and production and sale of alumina as well as alumina-related products, such as alumina hydrate, alumina-based chemical products and gallium. Alumina accounted for approximately 91.7% of the total production volume for this segment in 2015. Alumina chemical products are used in the production of chemical, pharmaceutical, ceramic and construction materials. In the process of refining bauxite into alumina, we also produce gallium as a by-product. Gallium is a rare, high value metal with applications in the electronics and telecommunication industries.
- * Our primary aluminum segment, which consists of the procurement of alumina, other raw materials, supplemental materials and electricity power, the production and sale of primary aluminum and aluminum-related products, such as carbon products, aluminum alloy products and other electrolytic aluminum products. Our principal primary aluminum products are ingots and molten aluminum and aluminum alloy, which, accounted for approximately 33.5%, 42.5% and 24.0%, respectively, of our total production volume of primary aluminum in 2015. Our standard 20 kilogram remelt ingots are used for general aluminum fabrication in the construction, electricity, electronics, transportation, packaging, machinery and durable goods industries. We internally produce substantially all the carbon products used at our smelters and sell our remaining carbon products to external customers.
- * Our trading segment, which consists of the trading of alumina, primary aluminum, other non-ferrous metal products, and crude fuels such as coal products, as well as supplemental materials to our internal manufacturing plants and external customers. We established our trading business as a separate segment in July 2010 as a result of the implementation of our operational structural exercise.
- * Our energy segment, which consists of coal mining and power generation, including conventional coal-fire power generation and renewable energy generation such as wind power and photovoltaic power. We established our energy segment in January 2013 as a result of our acquisition of Ningxia Energy in line with our development strategy to partially offset our future energy costs and secure a portion of the coal we consume in our operations. In 2015, we supplied part of the electricity we generated for our own production use, supplied a portion of the coal output to our own electric power plant and sold the remaining portion to external customers, including power generation enterprises and cement plants.
- * Our corporate and other operating segment, which consists of corporate and other aluminum-related research, development, and other activities of the Group.

We used to be engaged in aluminum fabrication operations, where we processed primary aluminum for the production and sales of various aluminum fabrication products. As approved at our 2012 annual general meeting held on June 27, 2013, we disposed of substantially all of our aluminum fabrication operations to Chinalco in line with our development strategy to focus on the upstream sectors of the aluminum market value, industry chain and the production of high value added products. As a result, we ceased to have our aluminum fabrication business as a separate segment in June 2013. In accordance with IFRSs, our aluminum fabrication segment is classified as discontinued operation and the operating results of aluminum fabrication segment are presented as discontinued operation in the consolidated statement of comprehensive income for the year ended December 31, 2013. Our alumina, primary alumina, trading, energy and corporate and other segments are classified as continuing operations and the operating results of such segments are presented as continuing operations in the consolidated statement of comprehensive income for the years ended December 31, 2013, 2014 and 2015.

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Critical Accounting Policies

We prepare our consolidated financial statements in accordance with IFRSs as issued by the IASB, which requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the accounting policies. The areas in our financial reporting involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3 to our consolidated financial statements. We have established procedures and processes to facilitate the making of such judgments in the preparation of our consolidated financial statements. Management has used the best information available but actual performance may differ from our management's estimates and future changes in key variables could change future reported amounts in our consolidated financial statements.

Property, Plant and Equipment- recoverable amount

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to us and the cost of the item can be measured reliably. The carrying amount of any replaced parts is derecognized. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

We calculate depreciation on property, plant and equipment using the straight-line method to allocate their costs over their estimated useful lives down to their residual values, as follows:

Buildings	8-45 years
Machinery	3-30 years
Transportation facilities	6-10 years
Office and other equipment	3-10 years

We reviewed and adjusted the assets' depreciation method, residual values and useful lives, if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount of the asset and are recognised within "other gains, net" in profit or loss.

Construction in progress ("CIP") represents buildings under construction, and plant and equipment pending for installation, and is stated at cost less accumulated impairment losses. Cost comprises construction expenditures, other expenditures necessary for the purpose of preparing the CIP for its intended use and those borrowing costs incurred before the assets are ready for their intended use that are eligible for capitalization. CIP is transferred to property, plant and equipment when the CIP is ready for its intended use.

Intangible assets - goodwill

Goodwill arises on the acquisition of subsidiaries, associates and joint ventures and represents the excess of the consideration transferred over the fair value of the our share of the net identifiable assets of the acquiree at the date of acquisition.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units, or groups of cash-generating units, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognized immediately as an expense and is not subsequently reversed.

Intangible assets - mining rights and mineral exploration rights

Our mineral exploration rights and mining rights relate to coal, bauxite and other mines.

(i) Recognition

Mineral exploration rights and mining rights are initially recorded at the cost which includes the acquisition consideration, qualifying exploration and other direct costs. The mineral exploration rights are stated at cost less any impairment, and the mining rights are stated at cost less any amortization and impairment.

(ii) Reclassification

Mineral exploration rights are converted to mining rights when technical feasibility and commercial viability of extracting a mineral resource are demonstrable. Mineral exploration rights are subject to amortization when the mineral exploration rights are converted to mining rights and commercial production has commenced.

We assess the stage of each mine under construction to determine when a mine moves into the production stage. The criteria used to assess the start date are determined based on the unique nature of each mine construction project. We consider various relevant criteria, such as completion of a reasonable period of testing of the mine and equipment, ability to produce in saleable form (within specifications) and ability to sustain ongoing production to assess when a mine is substantially complete and ready for its intended use.

(iii) Amortization

Amortization of bauxite and other mining rights (except for coal mining rights) is provided on a straight-line basis according to the shorter of the expiration date of the mining certificate and the mine able period of natural resources. Estimated mine able periods of the majority of the mining rights range from 3 to 30 years.

Coal mining rights are amortized on a unit-of-production basis over the economically recoverable reserves evaluated based on the reserves estimated in accordance with the standards in the Solid Mineral Resource/Reserve Classification of the PRC (GB/T17766-1999) of the mine concerned.

(iv) Impairment

An impairment review is performed when there are indicators that the carrying amount of the mineral exploration rights and mining rights may exceed their recoverable amounts. To the extent that this occurs, the excess is fully provided as impairment loss.

Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

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Non-current assets and disposal groups (other than financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortized.

Estimated impairment of trade and other receivables and inventories

A provision for impairment of trade and other receivables is established when there is objective evidence that we will not be able to collect all amounts due according to the original repayment terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered as indicators that a trade receivable is impaired. The amount of provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to trade and other receivables are discounted if the effect of discounting is material. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in the consolidated statement of comprehensive income. When a trade and other receivable is uncollectible, it is written-off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written-off are recognized as income in profit or loss. The impairment is subject to our management's assessment as of the end of the reporting period, and hence, the provision amount is subject to uncertainty.

Our management tests whether inventories suffered any impairment based on estimates of the net realizable value of the inventories. For different types of inventories, it requires the exercise of accounting estimates on selling price, costs of conversion, selling expenses and related tax expense to calculate their net realizable value. For inventories held for executed sales contracts, our management estimates the net realizable value based on the contractual price; for other inventories, our management estimates the realizable future price based on the actual prices during the period from the balance sheet date to the date these financial statements were approved for issuance by our Board, taking into account the nature and balance of inventories and future estimated price trends. For raw materials and work-in-progress, our management has established a model in estimating the net realized value at which the inventories can be realized in the normal course of business after considering our manufacturing cycles, production capacity and forecasts, estimated future conversion costs and selling prices. The management also takes into account the price or cost fluctuations and other related matters occurring after the end of the reporting period which reflect conditions that existed as of the end of the reporting period.

It is reasonably possible that if there is a significant change in circumstances including our business and the external environment, outcomes within the next financial year may be significantly affected.

Coal reserve estimates and units-of-production amortization for coal mining rights

External qualified valuation professionals evaluate "economically recoverable reserves" based on reserves estimated by external qualified exploration engineers in accordance with the PRC standards. Engineering estimates of our coal reserves are inherently imprecise and represent only approximate amounts because of the subjective judgments involved in developing such information. Economically recoverable reserve estimates are updated on regular basis and have taken into account recent production and technical information about each mine.

Income Tax

We estimate our income tax provision and deferred income taxation in accordance with the prevailing tax rules and regulations, taking into account any special approvals obtained from relevant tax authorities and any preferential tax treatment to which we are entitled in each location or jurisdiction in which we operate. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. We recognize liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the period in which such determination is made.

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Deferred tax assets are recognized for unused tax losses and other temporary differences, such as provision for impairment of receivables, inventories and property, plant and equipment and accruals of expenses not yet deductible for tax purposes, to the extent that it is probable that taxable profit will be available against which the losses can be utilized or other temporary difference could be recovered. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of our deferred tax assets as of December 31, 2015 was RMB2,279 million, compared with approximately RMB2,403 million as of December 31, 2014 without taking into consideration the offsetting of the balances within the same tax jurisdiction. The amount of unrecognized tax losses as of December 31, 2015 was RMB22,328 million, compared with approximately RMB22,564 million as of December 31, 2014.

An entity shall recognize a deferred tax liability for all taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, except to the extent that both of the following conditions are satisfied: (a) the parent, investor or joint venturer is able to control the timing

of the reversal of the temporary difference; and (b) it is probable that the temporary difference will not reverse in the foreseeable future. We believe that the taxable temporary differences associated with investments in subsidiaries, associates and joint ventures satisfy the above criteria and therefore, relevant deferred tax liabilities was recognized as disclosed in Note 11 to our consolidated financial statements.

We believe we have recorded adequate current tax provision and deferred income taxes based on the prevailing tax rules and regulations and our current best estimates and assumptions. In the event that future tax rules and regulations or related circumstances change, adjustments to current and deferred income taxation may be necessary which would impact the our results or financial position.

Going concern

As set out in Note 2.1 to the consolidated financial statements, our directors believe that we have adequate resources to continue operation for the foreseeable future of not less than 12 months from the approval date of these financial statements. Our directors therefore are of the opinion that it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

Revenue recognition

We recognize revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to us and when specific criteria have been met for each of the our activities (see descriptions below).

(i) Sales of goods

Revenue from the sales of goods is recognized when we have already transferred the significant risks and rewards of ownership of the goods to the buyers, we have retained neither continuing managerial involvement nor control over the goods, it is probable that the economic benefits related to the transaction will flow into us, and the revenue and related costs incurred can be measured reliably.

If we are acting solely as an agent, amounts billed to customers are offset against the relevant costs, and the related revenue is reported on a net basis.

(ii) Rendering of services

We provide machinery processing, transportation and packaging services and other services to third party customers. These services are recognized in the period when the related services are provided.

New IFRSs Pronouncements

For a detailed discussion of new accounting pronouncements, please see Note 2 to our audited consolidated financial statements.

Factors Affecting Our Results of Operations

We believe that the following factors which impact our various revenue and expense items (as described below) have had, and will continue to have, a significant effect on the development of our business, financial position and results of operation.

Economic Condition of China and the World

As the major aluminum product market is globalized, the demand for and prices of our products are highly correlated with the general economic condition of China and the world and the performance of the major aluminum and related product markets. In recent years, China's economy continued to experience growth despite the negative effects of the global financial crisis beginning in the second half of 2008 and economic recession in 2009, as well as general market volatility and changing macroeconomic conditions.

However, the growth of China's economy has shown signs of slowing down from 2014 to 2015 with the GDP growth at 6.9%, as compared to 7.5% from 2013 to 2014.

The global output of alumina in 2015 increased to approximately 120.9 million tonnes from 2014. The global alumina consumption in 2015 increased to approximately 117.8 million tonnes from 2014. In 2015, the domestic output of alumina products increased to approximately 58.7 million tonnes from 2014 and the domestic consumption for alumina increased to approximately 61.8 million tonnes from 2014.

The global output of primary aluminum in 2015 increased to approximately 57.2 million tonnes from 2014. The global consumption of primary aluminum in 2015 increased to approximately 57.8 million tonnes from 2014. In 2015, the domestic output of primary aluminum increased to approximately 31.0 million tonnes from 2014 and the domestic consumption of primary aluminum increased to approximately 30.6 million tonnes from 2014.

For the year ended December 31, 2015, we had cost of sales from continuing operations of RMB120,927.1 million, compared with cost of sales from continuing operations of RMB141,329.0 million for the year ended December 31, 2014.

Mix and Pricing of Our Products

We are engaged principally in alumina refining, primary aluminum smelting and sales of these products and trading of non-ferrous metal products and other products. In addition, we are engaged in coal mining and power generation. We sell most of our self-produced products through Chalco Trading, taking into account the relevant LME and SHFE prices. In 2015, revenues generated from alumina, primary aluminum, trading and energy segments (after elimination of inter-segment sales) accounted for 5.4%, 22.8%, 68.2% and 3.4%, respectively, of our consolidated total revenues from continuing operations after elimination of inter-segment sales. We apply different policies to price different products. For information on our pricing of different products, please see the section headed "Item 4. Information of the Company - B. Business Overview - Sales and Marketing."

The sales prices of alumina that our alumina refineries sell internally to Chalco Trading are determined at both a percentage of the weighted average of the three-month primary aluminum futures prices on the SHFE in the preceding calendar month and the average spot price of alumina in the domestic market in the preceding calendar month. Chalco Trading coordinates the external sales of our alumina products. The domestic alumina prices dropped in 2015 as a result of the suspension of certain domestic aluminum production, which affected domestic demand for alumina. In 2015, the spot price of alumina in the international market reached a high of approximately US\$354.5 per tonne and bottomed out at approximately US\$200 per tonne, and the average spot price of alumina in the international market was approximately US\$300 per tonne, representing an decrease of 9.1%

from 2014. The spot price of alumina in the domestic market reached a high of RMB2,830 per tonne and bottomed out at RMB1,580 per tonne, and the average spot price of alumina in the domestic market was approximately RMB2,343 per tonne, representing an decrease of 7.8% from 2014. Our average selling price of alumina decreased by 4.28% from RMB2,498 per tonne in 2014 to RMB2,391 per tonne in 2015.

Like most primary aluminum producers in China, we price our primary aluminum products by reference to the SHFE spot prices and spot market prices. Fluctuations in the SHFE spot prices have a significant effect on our operating results. In terms of international market, the international price of aluminum rapidly fell below USD1,800 per tonne due to the traditional slack season in the first quarter of 2015. The subsequent recovery of market demands contributed to the increase in the international price of aluminum which raised to USD1,977 per tonne in May 2015. Since the third quarter of 2015, the increase in supply and demand pressure in the global aluminum market, had pushed the international price of aluminum to continuously hit new lows of recent years and even approach the lowest point recorded since the financial crisis in 2008. Such fall lasted until the end of 2015 when the price of aluminum gradually stabilized. In terms of domestic market, due to the intensified imbalance between supply and demand in the aluminum market due to the traditional slack season, the price of aluminum rapidly fell and hit a new low of recent years at RMB12,445 per tonne in the first quarter of 2015. With the gradual recovery of consumption after the Spring Festival as well as the production reduction of certain smelters, the price of aluminum gradually picked up and reached RMB13,620 per tonne. In the second half of 2015, confronted with the increasing supply pressure, the price of aluminum continuously hit new lows and fell below RMB10,000 per tonne to the lowest of RMB9,550 per tonne in November 2015. The massive production reduction of primary aluminum smelters was the important reason for the stabilization and increase of aluminum price in December 2015. The average three- month aluminum futures prices at LME decreased by 11.1% from US\$1,893 per tonne in 2014 to US\$1,682 per tonne in 2015. The average three- month aluminum futures prices at SHFE decreased by 10.2% from RMB13,697 per tonne in 2014 to RMB12,300 per tonne in 2015. Our average selling price of primary aluminum decreased by 9.9% from RMB13,546 per tonne in 2014 to RMB12,205 per tonne in 2015.

Price Volatility of Non-ferrous Metal and Coal Products.

Since late 2009, as a result of the implementation of our operational structural adjustment, we have been engaged substantially in the trading of outsourced non-ferrous metal products to increase our profit. In 2012, we began to engage in the trading of significant amount of outsourced coal products to diversify our product portfolio. Although the profit margin of sales of outsourced products is typically lower than that of our self-produced products, we generated substantial revenues and profit from trading of outsourced products in 2015 due to our significant trading volumes. Our revenue generated from external sales of products purchased from external sources in 2015 was approximately RMB60,927.4 million, representing approximately 72.3% of total revenue from external sales in our trading segment. From time to time, we may enter into futures and option transactions in addition to the simple buy-low-sell-high trading model to hedge against price fluctuations in non-ferrous metal and coal products market. However, short-term price volatility of these products remains a key factor affecting our operation result, as we need to make the correct prediction of the price trends of these products on the markets to ensure substantial revenues through large trading volume. If the market price trend does not match our prediction, we may be forced to sell trading products at low prices or to purchase trading products at high prices, which may adversely affect gross margins and profitability.

Manufacturing Costs

Our cost of revenues consists primarily of the costs of the raw materials, overhead cost and the electric power cost which is our principal energy cost. Our principal raw material is bauxite. For the years ended December 31, 2013, 2014 and 2015, bauxite supplied by our own mines accounted for 49.0%, 55.4% and 55.4%, respectively, of our total bauxite used in the production of alumina. The unit cost of bauxite produced by us is generally lower than the unit cost of bauxite procured from external suppliers. In 2015, as a result of decreases in power and raw material consumption per production unit and decreases in raw materials, fuel and electricity prices during the manufacturing process, our average cost of alumina per tonne decreased by approximately 11.9% from that in 2014.

Given our high proportion of fixed costs, we must generate sufficient sales to absorb our fixed costs to maintain or increase our operating margins. Our acquisitions and production expansion in recent years have significantly increased our costs that are relatively fixed in nature such as leases and depreciation of property, plant and equipment and employee benefit expenses. If we are able to maintain satisfactory facility utilization rates and productivity, our production capacity expansion will enable us to reduce our unit costs through economies of scale and recover associated increased costs through higher output. In 2015, we continued to focus on lowering the production costs and increasing production efficiency through reducing raw materials consumption by improving technology and internal management.

Primary aluminum is one of our major aluminum products and is produced by smelting operations. Smelting operations require a substantial and continuous supply of electricity. Electricity cost is the most significant component of our primary aluminum production cost and accounted for approximately 38.6% of our unit production cost for primary aluminum in 2015. The availability and price of electricity are key considerations in our primary aluminum operations. Interruptions of electricity supply can result in lengthy production shutdowns, increased costs associated with restarting production and waste of production in progress, and prolonged interruptions can cause damage to or the destruction of production equipment and facilities. The preferential electricity prices formerly enjoyed by Chinese primary aluminum enterprises were eliminated in 2009. Our average annual electricity price per kilowatt-hour decreased by 6.7% from 2013 to 2014 and decreased by 18.8% from 2014 to 2015.

Availability and Costs of Financing

We require a significant amount of capital to fund our operations. For example, we need substantial amount of funds for expanding our operations, purchasing and maintaining equipment and procuring commodities. We have in the past funded our capital expenditures primarily with bank loans and issuance of medium-term notes and bonds and long-term bonds. The availability of financing is subject to various factors, including our credit history and PRC Government's policy on credit markets. Over the years, we have maintained good relationships with the commercial banks in China, which enables us to access bank financing at relatively low costs. In recent years, the PRC government had tightened its monetary policies to control inflation, including increasing interest rates on bank loans and deposits and tightening the money supply. The PRC government has loosened its monetary policy and lowered interest rates on bank loans since the end of 2014. However, any change towards stricter lending policies in the future may, among other things, affect our ability to obtain financing and may in turn adversely affect our operating results.

Our finance costs from continuing operations decreased by 11.6% from 2014 to 2015, primarily due to a decrease in size and interest rate of interest-bearing debts. If we are unable to secure sufficient external funding when required, we may not be able to fund our working capital requirements and necessary capital expenditures, which could adversely affect our business, financial performance and prospects.

In addition, our borrowing costs and access to debt financing depend significantly on our credit ratings. These ratings, including long term corporate credit ratings and financing bond credit ratings, are assigned by rating agencies, which may lower or withdraw their ratings. Any change in our credit ratings or average interest rate could have negative implications, which may increase our finance costs and affect our financial results.

Regulatory Environment

The central and local governments in PRC continues to exercise a substantial degree of control and influence over the aluminum and other non-ferrous metal product industry in China and shape the structure and development of the industry through the imposition of industry policies governing major project approvals and safety, environmental and quality regulations. If the PRC government changes its current policies or the interpretation of those policies that are currently beneficial to us, we may face pressure on profit margins and significant constraints on our ability to expand our business operations.

Selected Statement of Operation Items

Revenue

Our revenue from continuing operations is primarily generated from sales of alumina, primary aluminum, other non-ferrous metal products and coal products. In addition, we are engaged in coal mining and power generation. The remainder of our revenues were derived from research and development activities and other products and services. Historically, Chalco Trading mainly generated revenue by selling self-produced products procured from our alumina, primary aluminum and aluminum fabrication plants. As a result of the implementation of our operational structural adjustment exercise, we established our trading business as a new business segment in 2010. In connection with the significant increase of trading revenue, we refined our existing accounting system to separately capture sales of self-produced products and products sourced from external suppliers within the trading segment in 2011 and 2012. We disposed of the aluminum fabrication segment in June 2013. As the result, the operation results of such segment was classified as discontinued operation in the consolidated statement of comprehensive income for the year ended December 31, 2013. Thus, our revenue from continuing operations for the years ended December 31, 2013 does not include revenue from the aluminum fabrication business.

Cost of Sales

Our cost of sales from continuing operations consists primarily of purchase of inventories in relation to trading activities, the cost of the raw materials and consumables used, the electric power cost which is our principal energy cost, the fixed cost and employee benefit expenses. For the years ended December 31, 2013, 2014 and 2015, our cost of sales from continuing operations was RMB166,895.3 million, RMB141,329.0 million and RMB120,927.1 million, respectively, and accounted for 98.4%, 99.5% and 98.0% of the total consolidated revenues from continuing operations for those periods.

Operating Expenses

Selling and Distribution Expenses. Our selling and distribution expenses from continuing operations consist primarily of transportation and loading expenses, packaging expense and, to a lesser extent, port expenses, employee benefit expenses for employees in selling and distribution department, warehouse and other storage fees, depreciation of non-production property, plant and equipment, sales commissions and other handling fees, marketing and advertising expenses, and others. Selling and distribution expenses from continuing operations accounted for 33.9%, 14.0% and 41.4% of our total operating expenses from continuing operations for the years ended December 31, 2013, 2014 and 2015, respectively.

General and Administrative Expenses. Our general and administrative expenses from continuing operations consist primarily of early retirement benefit expenses, employee benefit expenses for directors and officers and employees in administrative department and, to a lesser extent, taxes other than income tax expenses, impairment of intangible assets, depreciation of non-production property, plant and equipment, provision for impairment of receivables, termination benefit expenses, operating lease rental expenses, travelling and entertainment, legal and other professional fees, amortization of land use rights and leasehold land, utilities and office supplies, insurance expense, pollutants discharge fees, repairs and maintenance expenses, auditors' remuneration, amortization of intangible assets, and others. General and administrative expenses from continuing operations accounted for 53.5%, 38.5% and 54.5% of our total operating expenses for the years ended December 31, 2013, 2014 and 2015, respectively. Employee benefit expenses from continuing operations, including salaries and bonus, housing fund, staff welfare and other expenses, employment expense in relation to early retirement schemes, termination benefit and retirement benefit cost-defined contribution schemes, comprise the significant component of our general and administrative expenses from continuing operations, accounting for 33.0%, 53.3% and 43.5% of our total general and administrative expenses from continuing operations for the years ended December 31, 2013, 2014 and 2015, respectively.

Research and Development Expenses. Our research and development expenses from continuing operations accounted for 3.5%, 2.3% and 3.9% of our total operating expenses from continuing operations for the years ended December 31, 2013, 2014 and 2015, respectively.

Impairment loss on property, plant and equipment. Our impairment loss on property, plant and equipment from continuing operations accounted for 9.1%, 45.2% and 0.2% of our total operating expenses from continuing operations for the years ended December 31, 2013, 2014 and 2015, respectively.

Government Grants

Government grants primarily were research subsidies, grants on environment protection projects and electricity price subsidies from government.

Other Gains, net

Our other net gains from continuing operations in 2015 were RMB5,023.6 million, which consisted primarily of gains on disposal of equity interest, property, plant and equipment and land use rights and gains on financial products, partially offset by losses on future, forward and option contracts.

Finance Income

Our finance income from continuing operations consists primarily of interest income. For the years ended December 31, 2013, 2014 and 2015, our finance income was RMB616.6 million, RMB1,047.6 million and RMB812.1 million, and accounted for 0.4%, 0.7% and 0.7% of the total consolidated revenues from continuing operations, respectively.

Finance Costs

Our financing costs consist primarily of interest expense on our borrowings, which we have incurred mainly to fund our capital expenditures. Interest rates on loans related to capital expenditures and working capital set by banks generally follow guidelines issued by the People's Bank of China. The People's Bank of China regulates the interest rates for commercial loans charged by state-owned banks from time to time as part of the PRC government's efforts to regulate the PRC economy. In 2015, we incurred interest expense (net of capitalized interest) from continuing operations of RMB5,569.0 million on our borrowings.

Share of Profits and Losses of Joint Ventures

Our share of profits and losses of joint ventures is the profits attributable to us from our joint ventures, based on our equity interests in such joint ventures. A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Share of Profits and Losses of Associates

Our share of profits and losses of associates is the profits attributable to us from our associates, based on our equity interests in such associates. An associate is an entity over which we have significant influence but not control.

Consolidated Results of Operations

The following table sets forth certain income and expense items as a percentage of our revenues from continuing operations from our consolidated statements of comprehensive income for the periods indicated:

	Year Ended December 31,						
	2013		2014		2015		
	RMB	(%)	RMB	(%)	RMB	US\$	
						(%)	
			<i>(in millions, except percentage)</i>				
Continuing operations							
Revenue	169,693.8	100.0	141,999.9	100.0	123,445.9	19,056.8	100.0
Cost of Sales	(166,895.3)	(98.4)	(141,329.0)	(99.5)	(120,927.1)	(18,668.0)	(98.0)
Gross Profit	2,798.5	1.6	670.9	0.5	2,518.8	388.8	2.0
Selling and distribution expenses	(1,873.2)	(1.1)	(1,763.0)	(1.2)	(1,775.3)	(274.1)	(1.4)
General and administrative expenses	(2,953.2)	(1.8)	(4,838.4)	(3.5)	(2,334.1)	(360.3)	(1.9)
Research and development expenses	(193.6)	(0.1)	(293.8)	(0.2)	(168.8)	(26.1)	(0.1)
Impairment loss on property, plant and equipment	(501.2)	(0.3)	(5,679.5)	(4.0)	(10.0)	(1.5)	<0.1
Government grants	805.9	0.5	824.0	0.6	1,768.9	273.1	1.4
Other gains/(losses), net	7,399.3	4.4	356.9	0.3	5,023.6	775.5	4.1
Operating profit/(loss) from continuing operations	5,482.5	3.2	(10,722.9)	(7.5)	5,023.1	775.4	4.1
Finance Income	616.6	0.4	1,047.6	0.7	812.1	125.4	0.7
Finance cost	(5,864.5)	(3.5)	(6,730.6)	(4.7)	(5,949.7)	(918.5)	(4.8)
Share of profits and losses of joint ventures	148.7	0.1	89.5	0.1	23.2	3.6	<0.1
Share of profit of associates	511.9	0.3	350.6	0.2	284.6	43.9	0.2
Profit/(loss) before income tax from continuing operations	895.2	0.5	(15,965.8)	(11.2)	193.3	29.8	0.2
Income tax (expense)/ benefit	(339.5)	(0.2)	(1,074.9)	(0.8)	230.4	35.6	0.2
Profit/(loss) for the year from continuing operations	555.7	0.3	(17,040.7)	(12.0)	423.7	65.4	0.4
Discontinued operation profit for the year	207.1	0.1	-	-	-	-	-
Profit/(loss) for the year	762.8	0.4	(17,040.7)	(12.0)	423.7	65.4	0.4

Note: Our aluminum fabrication segment is classified as discontinued operation and the operating results of aluminum fabrication segment are presented as discontinued operation in the consolidated statement of comprehensive income for the year ended December 31, 2013.

No customer individually accounted for more than 10% of our total sales for the year ended December 31, 2015. Sales to Chinalco and its subsidiaries, joint ventures, associates and other related parties accounted for approximately 6.1%, 6.6% and 11.4% of consolidated revenues from continuing operations for the years ended December 31, 2013, 2014 and 2015, respectively. For information on related party transactions, see "Item 7 - Major Shareholders and Related Party Transactions - B. Related Party Transactions" and Note 36 to our audited consolidated financial statements.

Year Ended December 31, 2015 Compared with Year Ended December 31, 2014

Revenue

Our revenue from continuing operations decreased by 13.1% from RMB141,999.9 million for the year ended December 31, 2014 to RMB123,445.9, primarily due to the decrease in selling price and sales volume during the year. Our average selling price of alumina decreased by 4.28% from RMB2,498 per tonne in 2014 to RMB2,391 per tonne in 2015. Our average selling price of primary aluminum decreased by 9.9% from RMB13,546 per tonne in 2014 to RMB12,205 per tonne in 2015.

Cost of Sales

Our cost of sales from continuing operations decreased by 14.4% from RMB141,329.0 million for the year ended December 31, 2014 to RMB120,927.1 million for the year ended December 31, 2015, primarily due to the decrease in production cost and sales volume of our principal products. In 2015, due to decreases in power and raw material consumption per production unit and decreases in raw materials, fuel and electricity prices, our average cost of alumina per tonne decreased by approximately 11.9% from that in 2014. Our production cost of primary aluminum decreased by 8.4% from 2014 to 2015, primarily due to decreases in the prices of raw materials, fuel and electricity, and decreases in power and raw material consumption per production unit. In particular, our average annual electricity price decreased by 18.8% from 2014 to 2015.

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Selling and Distribution Expenses

Our selling and distribution expenses from continuing operations amounting RMB1,775.3 million for the year ended December 31, 2015, slightly increased from RMB1,763.0 million for the year ended December 31, 2014.

General and Administrative Expenses

Our general and administrative expenses from continuing operations decreased by 51.8% from RMB4,838.4 million for the year ended December 31, 2014 to RMB2,334.1 million for the year ended December 31, 2015, primarily attributable to further control of various expenses taken in 2015, and the costs of approximately RMB1,536.3 million relating to the provision for termination and early retirement benefits in respect of the early retired employees and those with termination of labor relationship through negotiation made by the Group in 2014.

Research and Development Expenses

Our research and development expenses from continuing operations decreased by 42.5% from RMB293.8 million for the year ended December 31, 2014 to RMB168.8 million for the year ended December 31, 2015, primarily because we included the expenses on research and development of the 600kA-grade electrolytic aluminum technology in the research and development expenses in 2014, while we did not incur such research and development expenses in 2015.

Impairment Loss on Property, Plant and Equipment

Our impairment loss on property, plant and equipment from continuing operations decreased from RMB5,679.5 million for the year ended December 31, 2014 to RMB10.0 million for the year ended December 31, 2015, primarily due to provisions of substantial impairment for certain property, plant and equipment of our Company in 2014 that resulted from general market factors beyond our control, such as the continuous decrease of aluminum prices and poor market conditions in the photovoltaic and silicon industries that we participate in, while we did not make such provisions in 2015.

Government Grants

Government grants increased from RMB824.0 million in the year ended December 31, 2014 to RMB1,768.9 million for the year ended December 31, 2015, primarily due to the increase of subsidies we received from the government for supporting the development of enterprises and implementation of environmental protection projects.

Other Gains, Net

Our net other gains increased from RMB356.9 million for the year ended December 31, 2014 to RMB5,023.6 million, primarily due to the capital operation, introduction of strategic investors and revitalization of stock assets carried out by us in 2015.

Finance Income

Our finance income from continuing operations decreased by 22.5% from RMB1,047.6 million for the year ended December 31, 2014 to RMB812.1 million for the year ended December 31, 2015, primarily attributable to a decrease in interest income of receivables from disposal of subsidiaries, businesses and assets in 2013 due to a decrease in interest rate and size of the receivables.

Finance Costs

Our finance costs from continuing operations decreased by 11.6% from RMB6,730.6 million for the year ended December 31, 2014 to RMB5,949.7 million for the year ended December 31, 2015, primarily due to a decrease in interest rate and size of interest-bearing debts.

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Share of Profits and Losses of Joint Ventures

Our share of profits and losses of joint ventures from continuing operations decreased by 74.1% from RMB89.5 million for the year ended December 31, 2014 to RMB23.2 million for the year ended December 31, 2015, primarily attributable to decrease in the profits of our joint ventures due to general market conditions.

Share of Profits and Losses of Associates

Our share of profits and losses of associates from continuing operations decreased by 18.8% from RMB350.6 million for the year ended December 31, 2014 to RMB284.6 million for the year ended December 31, 2015, primarily attributable to the decrease of our shareholding in Jiaozuo Wangfang resulting in the loss of control and a decrease in the profits of our associates due to general market conditions.

Income Tax

Our income tax expense from continuing operations was RMB1,074.9 million for the year ended December 31, 2014, whereas we had income tax benefit of RMB230.4 million for the year ended December 31, 2015. This was mainly attributable to the fact that deferred tax assets from accumulated losses and deductible temporary difference were written down during the same period of last year.

Results of Operations

As a result of the foregoing, we had net loss from continuing operations of RMB17,040.7 million for the year ended December 31, 2014, whereas we had net profit from continuing operations of RMB423.7 million for the year ended December 31, 2014.

We had no profit/loss from discontinued operation for the year ended December 31, 2014 and 2015.

Year Ended December 31, 2014 Compared with Year Ended December 31, 2013

Revenue

Our revenue from continuing operations decreased by 16.3% from RMB169,693.8 million for the year ended December 31, 2013 to RMB141,999.9 million for the year ended December 31, 2014, primarily due to the decrease in selling price and sales volume of our products that resulted from overall competitive factors. Our average selling price of alumina decreased by 1.8% from RMB2,544 per tonne in 2013 to RMB2,498 per tonne in 2014. Our average selling price of primary aluminum decreased by 7.3% from RMB14,612 per tonne in 2013 to RMB13,546 per tonne in 2014.

Cost of Sales

Our cost of sales from continuing operations decreased by 15.3% from RMB166,895.3 million for the year ended December 31, 2013 to RMB141,329.0 million for the year ended December 31, 2014, primarily due to the decrease in production cost and sales volume of our principal products. In 2014, due to decreases in power and raw material consumption per production unit and decreases in raw materials, fuel and electricity prices, our average cost of alumina per tonne decreased by approximately 5.2% from that in 2013. Our production cost of primary aluminum decreased by 4% from 2013 to 2014, primarily due to decreases in the prices of raw materials, fuel and electricity, and decreases in power and raw material consumption per production unit. In particular, our average annual electricity price decreased by 6.7% from 2013 to 2014.

Selling and Distribution Expenses

Our selling and distribution expenses from continuing operations decreased by 5.9% from RMB1,873.2 million for the year ended December 31, 2013 to RMB1,763.0 million for the year ended December 31, 2014, primarily due to the decrease in shipping and handling costs for our products, as our sales volume decreased in 2014.

General and Administrative Expenses

Our general and administrative expenses from continuing operations increased by 63.8% from RMB2,953.2 million for the year ended December 31, 2013 to RMB4,838.4 million for the year ended December 31, 2014, primarily due to the costs related to the provision of termination and early retirement benefits to early retired employees and those with termination of labor relationship through negotiation in 2014.

Research and Development Expenses

Our research and development expenses from continuing operations increased by 51.8% from RMB193.6 million for the year ended December 31, 2013 to RMB293.8 million for the year ended December 31, 2014, primarily because we included the expenses on research and development of the 600kA-grade electrolytic aluminum technology in the research and development expenses in 2014, while we did not include such expenses in the research and development expenses in 2013.

Impairment Loss on Property, Plant and Equipment

Our impairment loss on property, plant and equipment from continuing operations increased from RMB501.2 million for the year ended December 31, 2013 to RMB5,679.5 million for the year ended December 31, 2014, primarily due to provisions of substantial impairment for certain property, plant and equipment of our Company that resulted from general market factors beyond our control, such as the continuous decrease of aluminum prices and poor market conditions in the photovoltaic and silicon industries that we participate in. The impairments primarily include (i) impairment losses of RMB2,984 million for property, plant and equipment, provided for Chongqing branch with aggregate recoverable amount of RMB3,044 million and impairment loss of RMB110 million for property, plant and equipment for Henan Branch with the recoverable amount of RMB89 million due to operating losses generated at some branches and indicators of impairment are identified for such branches as a result of continuous decrease in the aluminum price, (ii) an aggregate impairment of RMB340 million for property, plant and equipment provided for the six subsidiaries of Ningxia Energy related to photovoltaic industry due to depressed domestic photovoltaic market, with the aggregate recoverable amount of RMB1,382 million, (iii) an aggregate impairment loss of RMB1,140 million for property, plant and equipment relating to silicon industry due to depressed silicon market, with the aggregate recoverable amount of RMB466 million and (iv) an aggregate impairment loss of RMB1,106 million provided for property, plant and equipment that were approved by our Board to be disposed in next year due to no longer being usable, with the aggregate recoverable amount of RMB276 million.

Government Grants

Government grants amounting to RMB824.0 million in the year ended December 31, 2014, slightly increased from RMB805.9 million for the year ended December 31, 2013.

Other Gains, Net

Our net other gains decreased from RMB7,399.3 million for the year ended December 31, 2013 to RMB356.9 million for the year ended December 31, 2014, primarily because we recognized investment gains from the acquisition of Ningxia Energy, losing control of Jiaozuo Wanfang, and disposal of equity interest in a subsidiary in 2013, all of which were one-off in nature, which we did not recognize such gains in 2014. Our gains in 2014 were primarily gains on future, forward and options contracts and gains on financial products, partially offset by losses on disposal of property, plant and equipment and land use rights.

Finance Income

Our finance income from continuing operations increased significantly by 69.9% from RMB616.6 million for the year ended December 31, 2013 to RMB1,047.6 million for the year ended December 31, 2014, due to an increase in interest income of receivables from disposal of subsidiaries, businesses and assets in 2013.

Finance Costs

Our finance costs from continuing operations increased by 14.8% from RMB5,864.5 million for the year ended December 31, 2013 to RMB6,730.6 million for the year ended December 31, 2014, primarily due to an increase in interest rate of interest-bearing debts.

Share of Profits and Losses of Joint Ventures

Our share of profits and losses of joint ventures from continuing operations decreased by 39.8% from RMB148.7 million for the year ended December 31, 2013 to RMB89.5 million for the year ended December 31, 2014, primarily attributable to a decrease in the profits of all of our joint ventures except for Guangxi Huayin and Ningxia Da Tang International Dam Power Co., Ltd. due to general market conditions.

Share of Profits and Losses of Associates

Our share of profits and losses of associates from continuing operations decreased by 31.5% from RMB511.9 million for the year ended December 31, 2013 to RMB350.6 million for the year ended December 31, 2014, primarily attributable to a decrease in the profits of all of our associates except for Jiaozuo Wanfang and ABC-CA Fund Management Co., Ltd. due to general market conditions.

Income Tax

Our income tax expense from continuing operations was RMB339.5 million for the year ended December 31, 2013, whereas we had income tax expense of RMB1,074.9 million for the year ended December 31, 2014. This was mainly attributable to the fact that deferred tax assets recognized in previous years from accumulated losses and deductible temporary differences were written down in 2014.

Results of Operations

As a result of the foregoing, our net profit from continuing operations was RMB555.7 million for the year ended December 31, 2013, whereas we had net loss from continuing operations of RMB17,040.7 million for the year ended December 31, 2014.

Our net profit from discontinued operations was RMB207.1 million for the year ended December 31, 2013, whereas we had no profit/loss from discontinued operation for the year ended December 31, 2014.

As a result, we had net profit of RMB762.8 million for the year ended December 31, 2013, whereas we had net loss of RMB17,040.7 million for the year ended December 31, 2014.

Discussion of Segment Operations

We account for our operations on a segmental basis, that is, separately prepare the accounting for our alumina, primary aluminum, trading, energy and corporate and other operating segment. Unless otherwise indicated, also included in these segments are other revenue derived from activities such as supplying electricity, gas, heat and water to our affiliates, selling scrap and other materials and providing services including transportation and research and development to third parties. For additional information relating to our business segments and segment presentation, see Note 4 to our consolidated financial statements.

The following table sets forth a breakdown of our revenues by segment and the contribution of external sales and inter-segment sales for the periods indicated:

	Before Elimination of Inter-segment Sales					
	Year Ended December 31,					
	2013	2014	2015	2015	2015	2015
	RMB	RMB	RMB	US\$	%	%
	<i>(in millions, except percentage)</i>					
Revenue from continuing operations						
<i>Alumina:</i>						
External sales	6,703.7	5,853.7	6,632.3	1,023.9	3.9	5.4
Inter-segment sales	27,276.2	24,852.3	26,501.5	4,091.1	15.7	
Total	33,979.9	30,706.0	33,133.8	5,115.0	19.6	
<i>Primary aluminum:</i>						
External sales	32,147.9	30,390.4	28,111.8	4,339.7	16.7	22.8
Inter-segment sales	18,068.0	10,260.1	8,861.4	1,368.0	5.2	
Total	50,215.9	40,650.5	36,973.2	5,707.7	21.9	

<i>Trading</i>						
External sales	125,291.6	100,346.2	84,222.2	13,001.7	49.9	68.2
Inter-segment sales	11,991.9	9,761.8	9,908.9	1,529.7	5.9	
Total	137,283.5	110,108.0	94,131.1	14,531.4	55.8	
<i>Energy</i>						
External sales	4,897.3	5,094.2	4,192.8	647.3	2.5	3.4
Inter-segment sales	261.8	148.1	98.1	15.1	0.1	
Total	5,159.1	5,242.3	4,290.9	662.4	2.6	
<i>Corporate and others</i>						
External sales	653.3	315.4	286.8	44.3	0.2	0.2
Inter-segment sales	135.2	32.5	14.9	2.3	<0.1	
Total	788.5	347.9	301.7	46.6	0.2	
Total Revenues from continuing operations before inter-segment eliminations	227,426.9	187,054.7	168,830.7	26,063.0	100	
Eliminations of inter-segment sales	(57,733.1)	(45,054.8)	(45,384.8)	(7,006.2)	(26.9)	
Consolidated total revenues from continuing operations	169,693.8	141,999.9	123,445.9	19,056.8	73.1	100.0

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The following table sets forth segment results by segment for the periods indicated:

	Year Ended December 31,			
	2013	2014	2015	2015
	RMB	RMB (in millions)	RMB	US\$
From continuing operations				
<i>Alumina:</i>				
Revenues	33,979.9	30,706.0	33,133.8	5,115.0
Cost and expenses ⁽¹⁾	(35,780.9)	(36,674.3)	(31,166.7)	(4,811.3)
Segment results⁽²⁾	(1,801.0)	(5,968.3)	1,967.1	303.7
<i>Primary aluminum:</i>				
Revenues	50,215.9	40,650.5	36,973.2	5,707.7
Cost and expenses ⁽¹⁾	(52,995.9)	(47,017.0)	(38,360.1)	(5,921.8)
Segment results⁽²⁾	(2,780.0)	(6,366.5)	(1,386.9)	(214.1)
<i>Trading:</i>				
Revenues	137,283.5	110,108.0	94,131.1	14,531.3
Cost and expenses ⁽¹⁾	(136,736.4)	(109,449.3)	(95,365.7)	(14,721.9)
Segment results⁽²⁾	547.1	658.7	(1,234.6)	(190.6)
<i>Energy:</i>				
Revenues	5,159.1	5,242.3	4,290.9	662.4
Cost and expenses ⁽¹⁾	(4,210.3)	(6,978.7)	(4,365.1)	(673.9)
Segment results⁽²⁾	948.8	(1,736.4)	(74.2)	(11.5)
<i>Corporate and others</i>				
Revenues	788.5	347.9	301.7	46.6

Cost and expenses ⁽¹⁾	3,379.3	(2,625.4)	432.0	66.7
Segment results⁽²⁾	4,167.8	(2,277.5)	733.7	113.3
Elimination ⁽³⁾	(187.5)	(275.8)	188.2	29.0
Total profit/(loss) from continuing operations before income tax	895.2	(15,965.8)	193.3	29.8

(1) Consist of cost of sales, operating expenses, other income, other gains, finance income, finance costs and others attributable to each segment.

(2) Segment results refer to profit/(loss) before income tax.

(3) Elimination refers to the aggregate inter-segment eliminations of segment results of each segment.

Year Ended December 31, 2015 Compared with Year Ended December 31, 2014

Alumina Segment

Revenues. Total revenue generated by the alumina segment increased by 7.9% from RMB30,706.0 million for the year ended December 31, 2014 to RMB33,133.8 million for the year ended December 31, 2015, primarily due to increases in the sales volume of our alumina products, resulting from general market conditions.

Revenue from external sales of alumina segment increased by 13.3% from RMB5,853.7 million for the year ended December 31, 2014 to RMB6,632.3 million for the year ended December 31, 2015, primarily due to the increase in the sales volume of alumina.

Revenue from inter-segment sales of alumina segment increased from RMB24,852.3 million for the year ended December 31, 2014 to RMB26,501.5 million for the year ended December 31, 2015.

Cost and expenses. The total cost and expenses for our alumina segment decreased from RMB36,674.3 million for the year ended December 31, 2014 to RMB31,166.7 million for the year ended December 31, 2015, primarily due to a decrease in the prices of materials and energy and improvement in energy efficiency during the manufacturing process.

Segment results. Segment loss for our alumina segment was RMB5,968.3 million for the year ended December 31, 2014, whereas we had segment profit of RMB1,967.1 million for the year ended December 31, 2015. This was mainly attributable to the investment profit from our disposal of Shanxi Huaxing in 2015, which was recognized at its fair value after revaluation and our control of various expenses resulting in a general decrease of our operating costs in 2015. Meanwhile the segment results of our alumina segment in 2014 was influenced by the provision of substantial impairment for certain long-term assets of the segment, provision of termination and early retirement benefits expenses in respect of the early retired employees and those with termination of labor relationship through negotiation.

Primary Aluminum Segment

Revenues. Total revenue generated by the primary aluminum segment decreased from RMB40,650.5 million for the year ended December 31, 2014 to RMB36,973.2 million for the year ended December 31, 2015, primarily due to decreases in the sales volume and the average selling price of our primary aluminum products.

Revenue from external sales of the primary aluminum segment decreased from RMB30,390.4 million for the year ended December 31, 2014 to RMB28,111.8 million for the year ended December 31, 2015, primarily due to decreases in the sales volume and average selling price of our primary aluminum products.

Revenue from inter-segment sales of primary aluminum segment decreased by 13.6% from RMB10,260.1 million for the year ended December 31, 2014 to RMB8,861.4 million for the year ended December 31, 2015, primarily due to the decrease in the selling price and sales volume.

Cost and expenses. The total cost and expenses for our primary aluminum segment decreased by 18.4% from RMB47,017.0 million for the year ended December 31, 2014 to RMB38,360.1 million for the year ended December 31, 2015, primarily due to the decreases in prices of raw materials and electricity and sales volume of our primary aluminum products.

Segment results. Segment loss for our primary aluminum segment decreased by 78.2% from RMB6,366.5 million for the year ended December 31, 2014 to RMB1,386.9 million for the year ended December 31, 2015. This was mainly attributable to the net profit from disposal of non-current assets in 2015 and the government subsidies. Meanwhile the segment results of our primary aluminum segment in 2014 was influenced by the provision of substantial impairment for certain long-term assets of the segment, provision of termination and early retirement benefits costs in respect of the early retired employees and those with termination of labor relationship through negotiation.

Trading Segment

Revenues. Total revenue generated by the trading segment decreased by 14.5% from RMB110,108.0 million for the year ended December 31, 2014 to RMB94,131.1 million for the year ended December 31, 2015, primarily due to a decrease in volumes and the average selling price of major aluminum products sold through our trading segment.

Revenue from external sales of the trading segment decreased by 16.1% from RMB100,346.2 million for the year ended December 31, 2014 to RMB84,222.2 million for the year ended December 31, 2015. Revenue from external sales of trading segment for the year ended December 31, 2015 included RMB23,294.8 million of external sales of products produced by us and sold through the trading segment and RMB60,927.4 million of external sales of commodities purchased from external sources including alumina, primary aluminum, carbon products, aluminum fabrication products, coal products and non-ferrous metal products.

Revenue from internal sales of the trading segment slightly increased from RMB9,761.8 million for the year ended December 31, 2014 to RMB9,908.9 million for the year ended December 31, 2015.

Cost and expenses. The total cost and expenses for our trading segment decreased by 12.9% from RMB109,449.3 million for the year ended December 31, 2014 to RMB95,365.7 million for the year ended December 31, 2015, primarily due to the decrease in volumes and the average selling price of major aluminum procured and sold through our trading segment.

Segment results. Segment profit for our trading segment was RMB658.7 million for the year ended December 31, 2014, whereas we incurred segment loss for our trading segment of RMB1,234.6 million. This was mainly attributable to the decrease in the selling price of the products and provision of impairment of inventory which has been made accordingly.

Energy Segment

Revenues. Total revenue generated by the energy segment decreased from RMB5,242.3 million for the year ended December 31, 2014 to RMB4,290.9 million for the year ended December 31, 2015, primarily due to the general decrease in coal price and power production.

Revenue from external sales of the energy segment decreased from RMB5,094.2 million for the year ended December 31, 2014 to RMB4,192.8 million for the year ended December 31, 2015.

Revenue from internal sales of the energy segment decreased from RMB148.1 million for the year ended December 31, 2014 to RMB98.1 million for the year ended December 31, 2015.

Cost and expenses. The total cost and expenses for our energy segment decreased from RMB6,978.7 million for the year ended December 31, 2014 to RMB4,365.1 million for the year ended December 31, 2015.

Segment results. Segment loss was decreased from RMB1,736.4 million for the year ended December 31, 2014 to RMB74.2 million for the year ended December 31, 2015. This was mainly attributable to the provision of substantial impairment loss for assets of silicon and photovoltaic industry subsidiaries in 2014.

Corporate and other operating segment

Revenues. Revenue from the corporate and other operating segment decreased by 13.3% from RMB347.9 million for the year ended December 31, 2014 to RMB301.7 million for the year ended December 31, 2015.

Segment results. We had segment loss for the corporate and other operating segment of RMB2,277.5 million for the year ended December 31, 2014, whereas we had segment profit of RMB733.7 million for the year ended December 31, 2015. This was mainly attributable to the investment profits for disposal of Shanxi Huaxing and Jiaozuo Wanfang in 2015.

Year Ended December 31, 2014 Compared with Year Ended December 31, 2013

Alumina Segment

Revenues. Total revenue generated by the alumina segment decreased by 9.6% from RMB33,979.9 million for the year ended December 31, 2013 to RMB30,706.0 million for the year ended December 31, 2014, primarily due to decreases in the sales volume and the average selling price of our alumina products, resulting from general market conditions.

Revenue from external sales of alumina segment decreased by 12.7% from RMB6,703.7 million for the year ended December 31, 2013 to RMB5,853.7 million for the year ended December 31, 2014, primarily due to the decrease in the sales volume and selling price of alumina.

Revenue from inter-segment sales of alumina segment decreased from RMB27,276.2 million for the year ended December 31, 2013 to RMB24,852.3 million for the year ended December 31, 2014.

Cost and expenses. The total cost and expenses for our alumina segment increased slightly from RMB35,780.9 million for the year ended December 31, 2013 to RMB36,674.3 million for the year ended December 31, 2014.

Segment results. Segment loss for our alumina segment increased by 231.4% from RMB1,801.0 million for the year ended December 31, 2013 to RMB5,968.3 million for the year ended December 31, 2014. This was mainly attributable to the provision of substantial impairment for certain long-term assets of the segment, provision of termination and early retirement benefits expenses in respect of the early retired employees and those with termination of labor relationship through negotiation.

Primary Aluminum Segment

Revenues. Total revenue generated by the primary aluminum segment decreased from RMB50,215.9 million for the year ended December 31, 2013 to RMB40,650.5 million for the year ended December 31, 2014, primarily due to decreases in the sales volume and the average selling price of our primary aluminum products.

Revenue from external sales of the primary aluminum segment decreased from RMB32,147.9 million for the year ended December 31, 2013 to RMB30,390.4 million for the year ended December 31, 2014, primarily due to decreases in the sales volume and average selling price of our primary aluminum products.

Revenue from inter-segment sales of primary aluminum segment decreased by 43.2% from RMB18,068.0 million for the year ended December 31, 2013 to RMB10,260.1 million for the year ended December 31, 2014. Besides the decrease in the selling price and sales volume, this was also attributable to the change in respect of the sales to Chinalco's aluminum fabrication companies from internal trading revenue of 2013 to external trading revenue due to the disposal of aluminum fabrication segments in 2013.

Cost and expenses. The total cost and expenses for our primary aluminum segment decreased by 11.3% from RMB52,995.9 million for the year ended December 31, 2013 to RMB47,017.0 million for the year ended December 31, 2014, primarily due to the decreases in prices of raw materials and electricity and sales volume of our primary aluminum products.

Segment results. Segment loss for our primary aluminum segment increased by 129.0% from RMB2,780.0 million for the year ended December 31, 2013 to RMB6,366.5 million for the year ended December 31, 2014. This was mainly attributable to the provision of substantial impairment for certain long-term assets of the segment, provision of termination and early retirement benefits costs in respect of the early retired employees and those with termination of labor relationship through negotiation, and the reduction in the selling price of our primary aluminum products of about 7%.

Trading Segment

Revenues. Total revenue generated by the trading segment decreased by 19.8% from RMB137,283.5 million for the year ended December 31, 2013 to RMB110,108.0 million for the year ended December 31, 2014, primarily due to a decrease in volumes of major aluminum products sold through our trading segment.

Revenue from external sales of the trading segment decreased by 19.9% from RMB125,291.6 million for the year ended December 31, 2013 to RMB100,346.2 million for the year ended December 31, 2014. Revenue from external sales of trading segment for the year ended December 31, 2014 included RMB27,973.4 million of external sales of products produced by us and sold through the trading segment and RMB72,372.8 million of external sales of commodities purchased from external sources including alumina, primary aluminum, carbon products, aluminum fabrication products, coal products and non-ferrous metal products.

Revenue from internal sales of the trading segment decreased by 18.6% from RMB11,991.9 million for the year ended December 31, 2013 to RMB9,761.8 million for the year ended December 31, 2014.

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Cost and expenses. The total cost and expenses for our trading segment decreased by 20.0% from RMB136,736.4 million for the year ended December 31, 2013 to RMB109,449.3 million for the year ended December 31, 2014, primarily due to the decrease in volumes of major aluminum procured and sold through our trading segment.

Segment results. Segment profit for our trading segment increased by 20.4% from RMB547.1 million for the year ended December 31, 2013 to RMB658.7 million for the year ended December 31, 2014.

Energy Segment

Revenues. Total revenue generated by the energy segment increased from RMB5,159.1 million for the year ended December 31, 2013 to RMB5,242.3 million for the year ended December 31, 2014, primarily due to an increase in the coal production by Ningxia Energy.

Revenue from external sales of the energy segment increased from RMB4,897.3 million for the year ended December 31, 2013 to RMB5,094.2 million for the year ended December 31, 2014.

Revenue from internal sales of the energy segment decreased from RMB261.8 million for the year ended December 31, 2013 to RMB148.1 million for the year ended December 31, 2014.

Cost and expenses. The total cost and expenses for our energy segment increased from RMB4,210.3 million for the year ended December 31, 2013 to RMB6,978.7 million for the year ended December 31, 2014, primarily due to the provision of substantial impairment loss for assets in the year of 2014.

Segment results. Segment profit for our energy segment was RMB948.8 million for the year ended December 31, 2013, whereas we had segment loss of RMB1,736.4 million for the year ended December 31, 2014. This was mainly attributable to the provision of substantial impairment loss for assets of silicon and photovoltaic industry subsidiaries in 2014.

Corporate and other operating segment

Revenues. Revenue from the corporate and other operating segment decreased by 55.9% from RMB788.5 million for the year ended December 31, 2013 to RMB347.9 million for the year ended December 31, 2014.

Segment loss. Segment profit for the corporate and other operating segment was RMB4,167.8 million for the year ended December 31, 2013, whereas we had segment loss of RMB2,277.5 million for the year ended December 31, 2014, mainly because we recognized significant investment gains from disposal and deemed disposal of subsidiaries in 2013, whereas we did not recognize such gains in 2014.

B. LIQUIDITY AND CAPITAL RESOURCES

Historically, our primary sources of funding have been cash generated from operating activities, prepayments and deposits from customers, bank and other loans and proceeds from equity or notes and bonds offerings. Our primary uses of funds have been working capital for production, capital expenditures and repayments of short-term, medium-term and long-term borrowings.

As of December 31, 2015, our current assets amounted to RMB64,169.2 million, representing a slight increase of 0.9% from RMB63,596.3 million as of December 31, 2014. As of December 31, 2015, our trade and notes receivable amounted to RMB5,151.0 million, representing a decrease of 3.4% from RMB5,332.5 million as of December 31, 2014. As of December 31, 2015, our restricted cash and cash and cash equivalents balance amounted to RMB22,487.8 million, representing an increase of 25.4% from RMB17,932.2 million as of December 31, 2014, primarily due to an increase in cash and cash equivalents. As of December 31, 2015, our other current assets amounted to RMB15,847.3 million, representing an increase of 21.6% from RMB13,031.7 million as of December 31, 2014, primarily due to an increase in receivables from the disposal of equity interests in Shanxi Huaxing and a property in Hong Kong to Chalco Assets Holdings in 2015, as well as our entrusted loans and loans receivables from third parties increased in 2015.

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As of December 31, 2015, our current liabilities amounted to RMB80,937.4 million, representing a decrease of 22.5% from RMB104,422.2 million as of December 31, 2014. Our current liabilities decreased primarily due to the decrease of our interest-bearing loans and borrowings.

As of December 31, 2015, our net current liabilities amounted to RMB16,768.2 million, representing a decrease of 58.9% from RMB40,825.9 million as of December 31, 2014. As of December 31, 2015, our current ratio (current assets/current liabilities) was 0.79, compared with 0.61 as of December 31, 2014. Our quick ratio ((current assets - inventories - prepayments)/current liabilities) was 0.50 as of December 31, 2015, compared with 0.36 as of December 31, 2014.

We have considered our available sources of funds as follows:

- Our expected net cash inflows from operating activities in 2016;
- As of December 31, 2015, we had total banking facilities of approximately RMB138,392 million, of which RMB67,620 million had been utilized and unutilized banking facilities amounted to RMB76,657 million as of December 31, 2015, among which, banking facilities of approximately RMB63,877 million will be subject to renewal during the next 12 months from January 1, 2016. We are confident that all banking facilities could be renewed upon their expiration based on our past experience with banks and our good credit standing; and
- Other available sources of financing from banks and other financial institutions based on our good credit history.

We believe that we have adequate resources to continue in operational existence for the foreseeable future not less than 12 months from the date these financial statements were approved. The Board therefore continues to adopt the going concern basis in preparing these financial statements.

Cash Flows and Working Capital

The following table sets forth a condensed summary of our statement of cash flows for the periods indicated:

	Year Ended December 31,			
	2013	2014	2015	2015
	<i>RMB</i>	<i>RMB</i> <i>(in millions)</i>	<i>RMB</i>	<i>US\$</i>
Net cash flows generated from operating activities	8,281.4	13,818.8	7,231.5	1,116.4
Net cash flows (used in)/generated from investing activities	(7,686.1)	(4,921.3)	2,952.6	455.8
Net cash flows generated from/(used in) financing activities	1,728.3	(4,016.5)	(5,814.2)	(897.6)
Net increase in cash and cash equivalents	2,323.6	4,881.0	4,369.9	674.6

Net Cash Flows Generated from Operating Activities

For the year ended December 31, 2015, we had cash inflows before changes in working capital but after adjustment for non-cash items and non-operating cash outflows of RMB7,345.8 million and net cash generated from operation activities of RMB7,231.5 million. The adjustment consisted primarily of non-cash and non-operating activities items such as interest expense of RMB5,949.7 million, gains on disposal of Shanxi Huaxing of RMB2,588.1 million, gains on disposal of Jiaozuo Wanfang of RMB832.3 million, gains on disposal aluminum production buildings and properties of Guizhou Branch of RMB1,364.8 million, gains on disposals of land use right of Gansu Hualu of RMB375.0 million, gains on disposal Hong Kong property of RMB209.7 million, impairment loss of property, plant and equipment of RMB10.0 million and depreciation of property, plant and equipment of RMB6,868.9 million and inflows of RMB162.8 million for changes in working capital and outflows of income tax of RMB277.1 million. The inflows from changes in working capital consisted primarily of (i) decrease in inventories of RMB1,954.2 million and (ii) increase in other payables and accrued liabilities of RMB1,019.3 million, partially offset by an increase in other current assets of RMB769.2 million.

For the year ended December 31, 2014, we had cash inflows before changes in working capital but after adjustment for non-cash items and non-operating cash outflows of RMB2,879.4 million and net cash generated from operation activities of RMB13,818.8 million. The adjustment consisted primarily of non-cash and non-operating activities items such as interest expense of RMB6,720.1 million, impairment loss of property, plant and equipment of 5,679.5 million and depreciation of property, plant and equipment of RMB6,967.8 million and inflows of RMB11,248.1 million for changes in working capital and outflows of income tax of RMB308.7 million. The inflows from changes in working capital consisted primarily of (i) increase in trade and notes payables of RMB3,296.9 million, (ii) decrease in other current assets of RMB3,158.1 million and (iii) increase in other payables and accrued liabilities of RMB2,745.7 million, partially offset by an increase in restricted cash of RMB615.4 million.

For the year ended December 31, 2013, we had cash inflows before changes in working capital but after adjustment for non-cash items and non-operating cash outflows of RMB6,554.5 million and net cash generated from operation activities of RMB8,281.4 million. The adjustment consisted primarily of non-cash items such as interest expense of RMB6,134.5 million and depreciation of property, plant and equipment of RMB6,969.1 million and inflows of RMB2,080.0 million for changes in working capital and outflows of income tax of RMB353.1 million. The inflows from changes in working capital consisted primarily of (i) increase in trade and notes payables of RMB5,784.1 million and (ii) increase in other payables and accrued liabilities of RMB4,005.1 million, partially offset by increase in trade and notes receivables of RMB4,045.3 million and increase in other current assets of RMB2,541.6 million.

Net Cash Flows Used in / Generated From Investing Activities

We had net cash flows generated from investing activities of RMB2,952.6 million for the year ended December 31, 2015, whereas the net cash flows used in investing activities was RMB4,921.3 million for the year ended December 31, 2014. This was primarily due to the proceeds we received from disposal of a joint venture and associate of RMB1,858.0 million and disposal of financial products of RMB4,410.8 million.

Net cash flows used in investing activities decreased from RMB7,686.1 million for the year ended December 31, 2013 to RMB4,921.3 million for the year ended December 31, 2014, primarily due to the decrease of investment in property, plant and equipment and receipt of consideration of disposal assets for the last year in the year. Our net cash used in investing activities for the year ended December 31, 2014 consisted primarily of purchase of property, plant and equipment of RMB8,038.3 million and addition of financial products of RMB4,635.6 million, partially offset by proceeds received from the disposal of subsidiaries, businesses and assets in 2013 and interest received from unpaid disposal proceeds of RMB7,095.1 million.

Net cash flows used in investing activities decreased from RMB23,153.1 million for the year ended December 31, 2012 to RMB7,686.1 million for the year ended December 31, 2013, primarily due to the cash inflows related to disposal of discontinued operation, disposal of Alumina Production Line of Guizhou branch and acquisition of Ningxia Energy, whereas we did not have such cash inflows in 2012. Our net cash used in investing activities for the year ended December 31, 2013 consisted primarily of purchase of property, plant and equipment of RMB8,486.6 million, loans to related parties of RMB1,145.3 million and investments in joint ventures and associate of RMB1,841.3 million.

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Net Cash Flows Used in / Generated from Financing Activities

Net cash flows used in financing activities of RMB5,814.2 million for the year ended December 31, 2015, representing a increase of net cash outflows of RMB1,797.7 million from the net outflows of RMB4,016.5 million for the year ended December 31, 2014, mainly attributable to increase in cash outflows for repayment of short-term bonds and medium-term notes. Our net cash used in financing activities for the year ended December 31, 2015 consisted primarily of repayments of short-term and long-term loans of RMB59,196.8 million, repayments of short-term bonds and medium-term notes of RMB32,000.0 million and interest payments of RMB6,041.8 million, partially offset by drawdown of short-term and long-term loans of RMB55,456.2 million, issuance of A shares of RMB7,897.5 million, and issuance of senior perpetual securities of RMB2,000.0 million.

Net cash flows used in financing activities of RMB4,016.5 million for the year ended December 31, 2014, representing a decrease of cash inflows of RMB5,744.8 million from the net inflows of RMB1,728.3 million for the year ended December 31, 2013, mainly attributable to the continuous improvement of cash flows from operating activities and decrease in financing scale and repayment of interest-bearing loans and borrowings accordingly. Our net cash used in financing activities for the year ended December 31, 2014 consisted primarily of repayments of short-term and long-term loans of RMB70,276.8 million, repayments of short-term bonds and medium-term notes of RMB26,700.0 million and interest payments of RMB6,763.2 million, partially offset by drawdown of short-term and long-term loans of RMB60,417.6 million, issuance of short-term bonds and medium-term notes of RMB34,893.0 million, and issuance of senior perpetual securities of US\$400 million, equivalent to RMB2,461.8 million.

Net cash flows generated from financing activities decreased significantly from RMB20,429.0 million for the year ended December 31, 2012 to RMB1,728.3 million for the year ended December 31, 2013, primarily due to the increase in the repayments of short-term and long-term loans. Our net cash generated from financing activities for the year ended December 31, 2013 consisted primarily of drawdown of short-term and long-term loans of RMB98,315.7 million, issuance of short-term bonds and medium-term notes of RMB22,936.1 million and issuance of senior perpetual securities of US\$350 million, equivalent to RMB2,122.6 million, partially offset by repayments of short-term and long-term loans of RMB90,666.0 million and repayments of short-term bonds and medium-term notes of RMB24,500.0 million.

Loans and Borrowings

During the past years, we engaged in debt financing to fund our operations and business expansion. As of December 31, 2015, our gearing ratio (net debts/total capital attributable to owners of the parent as defined in Note 37.3 to our audited consolidated financial statements) was approximately 75% as compared with approximately 83% as of December 31, 2014.

	As of December 31,		
	2014	2015	2015
	<i>RMB</i>	<i>RMB</i> <i>(in millions)</i>	<i>US\$</i>
Short-term loans and borrowings			
Short-term bank and other loans	40,984.4	34,749.3	5,364.4
Short-term bonds	23,536.4	6,663.7	1,028.7
Current portion of finance lease payable	269.5	1,511.2	233.3
Current portion of medium-term notes	3,995.8	6,896.2	1,064.6
Current portion of long-term bank and other loans	6,572.9	4,602.5	710.5
Sub-total	75,359.0	54,422.9	8,401.5
Long-term loans and borrowings			
Finance lease payable	1,429.4	6,656.0	1,027.5
Long-term bank and other loans	31,946.3	32,367.6	4,996.7
Medium-term notes and bonds and long-term bonds	22,231.7	27,712.0	4,278.0
Less:			
Current portion of medium-term notes	(3,995.8)	(6,896.2)	(233.3)
Current portion of long-term bank and other loans	(6,572.9)	(4,602.5)	(1,064.6)
Current portion of finance lease payable	(269.5)	(1,511.2)	(710.5)
Sub-total	44,769.2	53,725.7	8,293.8
Total borrowings	120,128.2	108,148.6	16,695.3
Less: Bank balances and cash	(17,932.2)	(22,487.9)	(3,471.5)
Net	102,196.0	85,660.7	13,223.8

Bank and Other Loans

The weighted average annual interest rate of short-term bank and other loans for the year end December 31, 2015 was 5.12%. Our short-term bank and other loans will mature within one year.

The weighted average annual interest rate of long-term bank and other loans for the years ended December 31, 2015 was 5.51%. The following table sets forth the aggregate maturities of our outstanding long-term bank and other loans as of December 31, 2015:

	As of December 31, 2015	
	RMB	US\$
	(in millions)	
Within 1 year	4,602.5	710.5
Between 1 and 2 years	4,865.5	751.1
Between 2 and 5 years	13,785.7	2,128.2
Over five years	9,113.9	1,406.9
Total	32,367.6	4,996.7

As of December 31, 2015, we had secured loans of RMB16,405 million (including long-term and short-term loans). As of December 31, 2015, long-term loans and borrowings amounting to RMB11,266 million (current portion of RMB882 million and non-current portion of RMB10,384 million) were secured by the contractual right to charge users for electricity generated and no short-term loans and borrowings were secured by letters of credit.

As of December 31, 2015, we had foreign currency denominated loans with principal amount of RMB23 million in Japanese Yen and RMB3,711 million in U.S. dollars.

Notes and Bonds

The following table sets forth the face value, maturity, effective interest rate and outstanding amount of our outstanding long-term bonds and medium-term notes as of December 31, 2015:

	Face value/ maturity	Effective interest rate	December 31, 2015
(RMB in thousand)			
2007 long-term bonds	2,000,000/2017	4.64%	1,996,270
2011 medium-term notes	4,900,000/2016	6.03%	4,898,376
2015 medium-term notes	3,000,000/2018	5.53%	2,981,028
2015 medium-term notes	1,500,000/2018	5.01%	1,487,994
2012 Ningxiz Energy medium-term bonds	400,000/2017	6.06%	400,000
2012 medium-term bonds	3,000,000/2017	5.77%	2,992,788
2013 medium-term bonds	3,000,000/2018	5.99%	2,987,271
2013 medium-term bonds	2,000,000/2016	5.99%	1,997,805
2014 medium-term bonds	3,000,000/2017	7.35%	2,988,140
2015 medium-term bonds	3,000,000/2018	6.11%	2,993,630
2015 medium-term bonds	2,000,000/2018	6.08%	1,988,550
Total			27,711,852

The following table sets forth face value, maturity, effective interest rate and outstanding amount of our outstanding short-term bonds as of December 31, 2015:

	Face value/ maturity	Effective interest rate	December 31, 2015
(RMB in thousand)			
2015 short-term bonds	3,000,000/2016	4.15%	3,045,981
2015 short-term bonds	3,000,000/2016	3.85%	3,017,741
2015 short-term bonds	600,000/2016	3.35%	600,000
Total			6,663,722

On October 22, 2013, Chalco Hong Kong Investment Company Limited (the "Issuer") issued US\$350 million senior perpetual securities (the "2013 Senior Perpetual Securities") at initial interest rate of 6.625%. The proceeds from issuance of the 2013 Securities after deduction of issuance costs is RMB2,122.6 million, and has been on-lent to us and any of our subsidiaries for general corporate use. Coupon payments of 6.625% per annum on the 2013 Senior Perpetual Securities are paid semi-annually in arrears from October 29, 2013 and may be deferred at our discretion unless, during the six-month period ending on the day before the relevant scheduled coupon payment date, we, the Issuer or Chalco Hong Kong has declared or paid a discretionary dividend, distribution or other discretionary payment on or in respect of, or has at its discretion repurchased, redeemed or otherwise acquired, any of its securities of lower or equal rank, subject to certain exceptions. The 2013 Senior Perpetual Securities have no fixed maturity and are callable only at our option on or after October 29, 2018 at their principal amounts together with any accrued, unpaid or deferred coupon interest payments. After October 29, 2018, the coupon rate will be reset every five calendar years to a rate of interest of expressed as a percentage per annum equal to the sum of (a) the initial spread of 5.312 per cent, (b) the U.S. Treasury Rate, and (c) a margin of 5.00 per cent per annum. While any coupon interest payments are unpaid or deferred, we, Chalco Hong Kong, and the Issuer shall not, subject to certain exceptions, declare or pay any discretionary dividends or make distributions or similar discretionary payments in respect of, or at its discretion repurchase, redeem or otherwise acquire for any consideration any of its securities of lower or equal rank.

On April 10, 2014, the Issuer issued US\$400 million senior perpetual securities at an initial interest rate of 6.25% ("2014 Senior Perpetual Securities"). The proceeds from issuance of 2014 Senior Perpetual Securities after deduction of issuance costs is RMB2,461.8 million. The proceeds will be on-lent to us and any of our subsidiaries for general corporate use. Coupon payments of 6.25% per annum on the 2014 Senior Perpetual Securities are paid semi-annually on April 29 and October 29 in arrears from April 17, 2014 and may be deferred at the discretion of the Group. The first coupon payment date was April 29, 2014. The 2014 Senior Perpetual Securities have no fixed maturity and are callable only at our option on or after April 17, 2017 at their principal amounts together with any accrued, unpaid or deferred coupon interest payments. After April 17, 2017, the coupon rate will be reset to a percentage per annum equal to the sum of (a) the initial spread of 5.423 per cent, (b) the U. S. Treasury Rate, and (c) a margin of 5.00 per cent. per annum. While any coupon interest payments are unpaid or deferred, we, the subsidiary guarantors and the Issuer cannot declare or pay dividends or make distributions or similar discretionary payments in respect of, or repurchase, redeem or otherwise acquire any securities of lower or equal rank.

On October 27, 2015, we issued RMB2,000 million perpetual medium-term notes at an initial distribution rate of 5.50% (the "2015 Perpetual Medium-term Notes"). The proceeds from issuance of the 2015 Perpetual Medium-term Notes is RMB2,000 million. The proceeds will be used for repayments of interest-bearing loans and borrowings. Coupon payments of 5.50% per annum on the 2015 Perpetual Medium-term Notes are paid annually in arrears from October 29, 2015 and may be deferred at our discretion. The 2015 Perpetual Medium-term Notes have no fixed maturity and are callable only at our option on October 29, 2020 or any coupon distribution date after October 29, 2020 at their principal amounts together with any accrued, unpaid or deferred coupon distribution payments. The coupon distribution rate will be reset to a percentage per annum equal to the sum of (a) the initial spread of 2.61 per cent, (b) the China Treasury Rate, and (c) a margin of 300 Bps every five years after October 29, 2020. While any coupon distribution payments are unpaid or deferred, the headquarters of the Company cannot declare or pay dividends to shareholders or decrease the share capital, or make material fixed asset investments of the headquarters of the Company.

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Restriction on Cash Dividends

Our PRC subsidiaries are required to set aside a certain amount of their retained profits each year, if any, to fund certain statutory reserves and these reserves may not be distributed as cash dividends. In addition, when our subsidiaries incur debts on their own behalf, the instruments governing the debt may restrict their ability to pay dividends or make other distributions to us. Our directors are of the view that we will continue to be able to meet our borrowing payment obligations as they fall due from cash generated from our operating activities.

Capital Expenditures and Capital Commitments

The following table sets forth our capital expenditures by operating segment for continuing operations and discontinued operation for the years ended 2013, 2014 and 2015, and the capital expenditures of each segment as a percentage of our total capital expenditures for the periods indicated:

	Year Ended December 31					
	2013		2014		2015	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
	<i>(in millions, except percentage)</i>					
Continuing operations						
Alumina	4,217.7	42.6	3,518.0	41.8	5,117.3	52.8
Primary aluminum	3,316.5	33.5	2,323.1	27.6	1,997.2	20.6
Trading	46.3	0.5	119.0	1.4	17.5	0.2
Energy	2,059.9	20.8	2,373.9	28.2	2,411.6	24.9
Corporate and others	130.6	1.3	82.0	1.0	144.1	1.5
Discontinued operation	135.3	1.3	-	-	-	-
Total	9,906.3	100.0	8,416.0	100.0	9,687.7	100.0

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In 2015, we spent approximately RMB9,688 million of our capital expenditures (excluding equity interest investments) primarily in construction of mining areas, capacity expansion and technology upgrading, energy saving and consumption reduction, environmental governance, resources acquisition and technological research and development.

Our capital expansion plan for 2016 requires a total of approximately RMB9.0 billion in capital expenditures for construction of mining areas, capacity expansion and technology upgrading, which will be spent in Sanmenxia mining project and Wangwa mining project.

As of December 31, 2015, our Group's contractual but not provided capital commitment to fixed assets investment amounted to RMB7,771 million.

As of December 31, 2015, our commitment under operating leases amounted to RMB17,817.3 million, of which amount payable within one year was RMB561.0 million, amount payable from one to five years was RMB2,167.7 million and amount payable after five years was RMB15,088.6 million.

As of December 31, 2015, our commitments to make capital contribution to our associates and joint ventures amounted to RMB1,737.3 million, comprised of the capital contributions of RMB752.5 million to Guangxi Huazheng Aluminum Co., Ltd., RMB320 million to Huaneng Ningxia Energy Co., Ltd., RMB244.8 million to Yinxing Power, RMB370 million to China rare-earth, RMB22 million to Guangxi Huazhong and RMB28 million to Shanxi Chalco Taiyue New Materials Co., Ltd., respectively.

We expect to use primarily operating cash flow in meeting such commitments with the shortfall to be satisfied by proceeds of bank loans, short-term and long-term bonds and medium-term notes.

C. RESEARCH AND DEVELOPMENT

Our department of science and technology management coordinates the research and development efforts undertaken at our Zhengzhou Institute and technology centers at our plants. The Zhengzhou Institute, the only organization in China dedicated to aluminum smelting research, is responsible for the research and development of technologies for our operations. The technology centers at our plants focus on providing engineering solutions and applying our developed technologies. Each of the plants also conducts operational testing and pilot experimentation relating to various research and development topics. Although we collaborate with universities and other research institutions in China on some of our projects, we generally do not outsource our research and development.

Our total expenditure for research and development for continuing operations was approximately RMB193.6 million, RMB293.8 million and RMB168.8 million for 2013, 2014 and 2015, respectively.

D. TREND INFORMATION

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the period from January 1, 2015 to December 31, 2015 that are reasonably likely to have a material adverse effect on our revenue, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial conditions.

E. OFF-BALANCE-SHEET ARRANGEMENTS

There are no material off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

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F. TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The following table summarizes our contractual obligations and commercial commitments for the periods indicated as of December 31, 2015:

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	Payment due by period				
	Total	Within 1 year	1 to 2 years	2 to 5 years	Thereafter
	<i>(RMB in millions)</i>				
Finance lease payable, including current portion	7,369.8	1,815.7	1,803.1	3,751.0	–
Long-term bank and other loans, including current portion	32,367.6	4,602.5	4,865.5	13,785.7	9,113.9
Long-term bonds	2,000.0	–	2,000.0	–	–
Medium-term notes and bonds, including current portion	25,800.0	6,900.0	6,400.0	12,500.0	–
Short-term bonds	6,600.0	6,600.0	–	–	–
Short-term bank and other loans	34,749.3	34,749.3	–	–	–
Interest payables for borrowings	15,814.1	5,489.3	2,057.9	3,110.3	5,156.6
Financial liabilities at fair value through profit or loss	161.7	161.7	–	–	–
Financial liabilities included in other current payables and accrued liabilities	7,712.3	7,712.3	–	–	–
Financial liabilities included in other non-current liabilities	973.4	–	150.3	437.1	386.0
Trade and notes payables	14,506.1	14,506.1	–	–	–
Subtotal	148,054.3	82,536.9	17,276.8	33,584.1	14,656.5
Capital commitments	7,770.9	N/A	N/A	N/A	N/A
Commitments for capital contribution	1,737.3	N/A	N/A	N/A	N/A
Total	157,562.5				

G. Safe Harbor

See "Forward-Looking Statements" at the beginning of this annual report.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. DIRECTORS AND SENIOR MANAGEMENT

Directors

The fifth session of our Board currently consists of nine directors, including three executive directors, three non-executive director and three independent non-executive directors. In accordance with our Articles of Association, our affairs are managed by our Board. The business address of each of our directors is No. 62 North Xizhimen Street, Hai Dian District, Beijing, People's Republic of China, 100082.

We follow our home country practice in relation to the composition of our Board in reliance on the exemption provided under Section 303A.00 of the NYSE Corporate Governance Rules available to foreign private issuers. Our home country practice does not require a majority of directors of a listed company to be independent directors. As such, the majority of our directors are not independent within the meaning of NYSE Corporate Governance Rules.

The table and discussion below set forth information concerning our directors who served on our Board during the year ended December 31, 2015 and up to date of this Annual Report.

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Name	Age	Positions with the Company
Executive Directors⁽¹⁾		
Ge Honglin ⁽²⁾	59	Executive Director and Chairman of the Board (resigned)
Luo Jianchuan ⁽³⁾	52	Executive Director and President (resigned)
Ao Hong	54	Executive Director and President
Liu Xiangmin	53	Executive Director and Senior Vice President
Jiang Yinggang	52	Executive Director and Vice President
Non-executive Directors⁽⁴⁾		
Yu Dehui	56	Non-executive Director and Chairman of the Board
Liu Caiming	53	Non-executive Director
Wang Jun	50	Non-executive Director
Independent Non-executive Directors		
Ma Si-hang, Frederick ⁽⁵⁾	64	Independent Director (resigned)
Wu Zhenfang ⁽⁶⁾	64	Independent Director (resigned)
Wu Jianchang ⁽⁷⁾	76	Independent Director (resigned)
Chen Lijie	61	Independent Director
Hu Shihai	61	Independent Director
Lie-A-Cheong Tai Chong	56	Independent Director

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- (1) Mr. Ge Honglin resigned from the positions of executive Director and Chairman of the Board on February 16, 2016. As of the date of this annual report, we had three executive Directors.
 - (2) Due to other work commitment, Mr. Ge Honglin resigned from the positions of executive Director and chairman of the Company, with effect from February 16, 2016. On February 16, 2016, Mr. Ao Hong was elected by more than half of the Directors of the Company to perform the duties of the chairman of the Board (including but not limited to convening and presiding over meetings of the Board, presiding over the general meetings and executing relevant documents, etc.) during the period after the resignation of Mr. Ge until the new Chairman of the Board was elected by the Company in April 2016.
 - (3) Due to other work commitment, Mr. Luo Jianchuan resigned from the positions of executive Director and president of the Company, with effect from November 20, 2015. Mr. Ao was appointed as the president of the Company at the 24th meeting of the fifth session of the Board of the Company on November 20, 2015.
 - (4) Mr. Yu Dehui was elected as a non-executive Director at the 2016 First Extraordinary General Meeting on April 8 2016, and elected as the Chairman of our Board at the 31st meeting of the fifth session of the Board of the Company on the same day. As of the date of this annual report, we had three non-executive Directors.
 - (5) Due to other business commitment, Mr. Ma Si-hang, Frederick resigned from the position of independent non-executive Director of the Company, with effect from December 29, 2015.
 - (6) Mr. Wu Zhenfang was subject to an investigation by the competent authority on April 2, 2015. Mr. Wu Zhengfang promptly resigned from the position as independent non-executive director and member of the audit committee, member of the nomination committee, chairman of the remuneration committee and member of the developing and planning committee of the Board on April 2, 2015.
 - (7) Due to his age, Mr. Wu Jianchang resigned from the position of independent director of the Company, with effect from February 26, 2015.

Executive Directors

Ao Hong, aged 54, serves as an executive director and the president of our Company. Mr. Ao graduated from Central South University with a doctoral degree in management science and engineering. He is a professor-grade senior engineer with over 30 years of work experience in enterprises of non-ferrous metals industry. He successively served as the deputy dean of Beijing General Research Institute for Non-ferrous Metals and concurrently the chairman of GRINM Semiconductor Materials Co., Ltd., the chairman of Guorui Electronics Co., Ltd., the chairman of Guowei Silver Anticorrosive Materials Company in Hong Kong and a deputy general manager of Aluminum Corporation of China ("Chinalco"). During this period, he also successively served as the chairman of the supervisory committee of the Company, the dean of Chinalco Research Institute of Science and Technology and the chairman of China Rare Earth Co., Ltd.. Mr. Ao has been serving as the President of the Company since 20 November 2015, and as an executive Director of the Company since 29 December 2015.

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Liu Xiangmin, aged 53, serves an executive director on our Board and our senior vice president. He has been employed by us since 2001. Mr. Liu graduated from Central South University of Industry in 1982, majoring in non-ferrous metallurgy; he has a doctorate degree from Central South University and is a professor-grade senior engineer. He has long engaged in non-ferrous metal metallurgy and corporate management and has

accumulated extensive and professional experience. Mr. Liu had previously served as the deputy head and head of the Alumina branch of Zhongzhou Aluminum Plant, deputy head of Zhongzhou Aluminum Plant, general manager of our Zhongzhou Branch and our vice president.

Jiang Yinggang, aged 52, has served as an executive director on our Board and has been our vice president since 2007. He has been employed by us since 2001. On June 27, 2013, Mr. Jiang was elected as an executive director on our Board. Graduated in 1983 from Central South University of Industry majoring in the metallurgy of nonferrous metals, Mr. Jiang holds a master degree in metallurgy engineering of non-ferrous metals and is a professor-grade senior engineer. He has long engaged in production operation and corporate management of production enterprises and has extensive professional experience. He formerly served as deputy head and then head of Corporate Management Department of Qinghai Aluminum Plant; head of Qinghai Aluminum Smelter; deputy general manager and general manager of Qinghai Aluminum Company Limited, and general manager of our Qinghai branch.

Non-Executive Directors

Yu Dehui, aged 56, has been serving as the chairman of our Board and a non-executive director on our Board since April 8, 2016. He graduated from Ecole des Hautes Etudes en Sciences Sociales (EHESS) and School of Economics of Paris University Nanterre, majoring in development economics, with a doctoral degree in economics, and he has been a professor. Mr. Yu has extensive experience in various aspects such as energy, non-ferrous metals, economics and management. He successively served as the general director for technology of SPEIC, the general director of the department of science, technology and standards of the State Environmental Protection Administration. And he had also served as a deputy mayor of Baotou City, a vice governor of the government of the Inner Mongolia Autonomous Region, a vice president of China Power Investment Corporation, and a vice president of State Power Investment Corporation. Mr. Yu currently also serves as the president, and a director of the board, of Aluminum Corporation of China.

Liu Caiming, aged 53, serves as a non-executive Director on our Board. He has been employed by us since 2011. He resigned in 2014 and was re-appointed in 2015. He graduated from Fudan University majoring in political economics and obtained a doctoral degree in Economics. He is a senior accountant and engaged in the financial and accounting industry for more than 30 years. Mr. Liu has extensive experience in corporate management and financial management. He had subsequently served as deputy head and head of the Finance Department of China Non-ferrous Metals Foreign-Engineering Corporation, deputy general manager of China Non-ferrous Metals Construction Group Limited, deputy general manager of China Nonferrous Construction Group Limited, director and deputy general manager of China Non-ferrous Metal Industry's Foreign Engineering and Construction Co., Ltd., and deputy general manager of China Nonferrous Metal Mining and Construction (Group) Co., Ltd. Mr. Liu has also acted as titular deputy head of Department of Finance of Yunnan Province, director of SASAC of Yunnan Provincial People's Government and assistant to the governor of Yunnan Province and director of SASAC Yunnan. From January 2007 to February 2011, Mr. Liu acted as deputy general manager of Chinalco, during which he acted as chairman of Yunnan Copper Industry (Group) Co., Ltd., and president of China Copper Co., Ltd. He acted as our senior vice president and chief financial officer of since February 23, 2011 and as our executive director of since May 31, 2011. Mr. Liu resigned as our executive director, chief financial officer and senior vice president and was re-designated as non-executive Director on March 8, 2013. He resigned as our non-executive director on March 18, 2014 and was re-appointed as non-executive director on our Board on February 26, 2015.

Wang Jun, aged 50, has been serving as a non-executive director on our Board since June 27, 2013. Mr. Wang graduated from Huazhong Institute of Engineering with a degree of industrial and civil construction. He has extensive experience in financial and corporate management. Mr. Wang formerly served as engineer in the engineering department of Babcock & Wilcox Beijing Company Ltd.; deputy manager of the real estate development department of China Yanxing Company; senior deputy manager of equity management department and senior manager of business management department, senior manager, deputy general manager, general manager of custody and settlement department in China Cinda Asset Management Co., Ltd and general manager of the equity management department of China Cinda Asset Management Co. Ltd. Mr. Wang currently serves as the business director of China Cinda Asset Management Co., Ltd.

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Independent Non-Executive Directors

Chen Lijie, aged 61, has been serving as an independent non-executive Director since February 26, 2015. Ms. Chen graduated from Renmin University of China Law School and obtained a doctoral degree in Laws. Ms. Chen Lijie has more than 30 years of experience in laws. She successively acted as director and deputy director of Commercial Affairs of the Office of Legislative Affairs of the State Council, deputy director of Department of Policies and Laws of the National Economic and Trade Commission, patrol officer of Bureau of Policies, Laws and Regulations of SASAC and chief legal consultant of China Mobile Communications Corporation.

Hu Shihai, aged 61, has been serving as an independent non-executive Director since June 25, 2015. Mr. Hu was graduated from Shanghai Jiao Tong University majoring in thermal energy engineering. He is a professor-level senior engineer with more than 40 years of working experience in power industry. Mr. Hu has extensive experience in corporate management and technical management and successively served as the supervisor, director and deputy head of the Huaneng Shanghai Shidongkou No. 2 Power Plant, deputy director of the preparatory office of the Shanghai Waigaoqiao No. 2 Power Plant, manager of the production department and assistant to the general manager of Huaneng Power International, Inc. and assistant to the general manager and director of the safety production department, and chief engineer of China Huaneng Group.

Lie-A-Cheong Tai Chong, David, aged 56, has been serving as an independent non-executive Director since December 29, 2015. He is honored with the Silver Bauhinia Star (SBS), Officier de l'Ordre National du Merite and Justice of Peace. Mr. Lie is the executive chairman of Newpower International (Holdings) Co., Ltd. and China Concept Consulting Ltd. He was selected as a member of the National Committee of the 8th, 9th, 10th and 11th Chinese People's Political Consultative Conference since 1993. From 2007 to 2013, he acted as a panel convener cum member of the Financial Reporting Review Panel of Hong Kong Special Administrative Region ("HK SAR"). Mr. Lie is currently the honorary consul of the Hashemite Kingdom of Jordan in the HKSAR, the chairman of the Hong Kong-Taiwan Economic and Cultural Cooperation and Promotion Council, the chairman of the Hong Kong-Taiwan Business Co-operation Committee, a member of the Commission on Strategic Development of the HKSAR, a standing committee member of the China Overseas Friendship Association, and a member of the Hong Kong General Chamber of Commerce (HKGCC). Currently, Mr. Lie is also an independent non-executive director of Herald Holdings Limited, a listed company in Hong Kong.

Supervisors

Our supervisors are elected to represent our employees and shareholders and serve a term of three years or until the election of their respective successors, whichever is earlier. Our supervisors currently comprise Mr. Zhao Zhao, Mr. Yuan Li and Mr. Wang Jun. Mr. Zhao Zhao was elected at the 2012 annual general meeting held on June 27, 2013 with a term of office expiring at the conclusion of the annual general meeting for the year 2015. Mr. Yuan Li's term of office was renewed on June 27, 2013. Mr. Zhang Zhankui resigned from the position of supervisor of the Company, with effect from November 13, 2015. Mr. Zhang Zhankui was appointed as the chief financial officer of the Company on November 13, 2015. Mr. Wang Jun was elected at the 2015 second extraordinary general meeting held on December 29, 2015.

The table and discussion below set forth certain information concerning our supervisors who served on our supervisory committee during the year ended December 31, 2015 and up to the date of this Annual Report.

Name	Age	Positions with the Company
Zhao Zhao	53	Chairman of Supervisor Committee
Yuan Li	57	Supervisor
Zhang Zhankui ⁽¹⁾	57	Supervisor (resigned)
Wang Jun	45	Supervisor

(1) Due to work commitment, Mr. Zhang Zhankui resigned from the position of supervisor of the Company, with effect from November 13, 2015. Mr. Zhang Zhankui was appointed as the chief financial officer of the Company on November 13, 2015 and the secretary of the Board on March 17, 2016.

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Zhao Zhao, aged 53, has been serving as the chairman of our supervisory committee since June 27, 2013. Mr. Zhao obtained a bachelor's degree majoring in roadway engineering from Department of Civil Engineering of Nanjing Institute of Engineering and a Ph.D degree in world economics from Beijing Normal University, School of Economics and Management. Mr. Zhao is a senior political engineer. He has extensive experience in, among others, mass work among youth, supervision and discipline inspection, auditing and etc. He successively served as assistant editor and staff in People's Communication Press, full-time deputy secretary of Y.L.C. (Youth League Committee) directly under Ministry of Communications, head of publicity department of Y.L.C of Central Government institutions, head of office of Youth League Working Committee of Central Government institutions, standing deputy head of Guoqing Productivity Center, deputy secretary (assistant inspector) of Youth League Working Committee of Central Government institutions, deputy head of mass work department of Central Enterprises Working Committee, deputy secretary of Central Enterprises Youth League Working Committee, deputy head of Bureau of mass work under State-owned Assets Supervision and Administration Commission of the State Council, secretary of Central Enterprises Youth League Working Committee and president of Central Enterprises Youth Union.

Yuan Li, aged 57, serves as a supervisor of the Company through employees' election. Mr. Yuan has been serving our Company since 2001 and has extensive administrative and managerial experience. He had successively served as the manager of the General Management Office, deputy head of the office and head of Department of Research and Investigation of China Non-ferrous Metals Industry Corporation, head of the Secretariat and an assistant inspector of the State Bureau of Non-ferrous Metals Industry; and deputy head of the Department of Political and Labour Affairs and Head of the Political Party Department of Chinalco and the general manager of our corporate culture department.

Wang Jun, aged 45, has been serving as a supervisor of Supervisory Committee of the Company since December 29, 2015. He obtained a master's degree in business administration from Tsinghua University. He is a senior accountant, and has extensive experience in corporate financial accounting, fund management and auditing. Mr. Wang successively served as the deputy manager and manager of treasure management division of finance department of Aluminum Corporation of China, the general representative of the Peru office of Aluminum Corporation of China, a director and senior auditing manager of Minera Chinalco Perú S.A., the chief financial officer and the manager of finance department of Chinalco Resources Corporation, the chief financial officer of China Aluminum International Engineering Co., Ltd., an executive director, the chief financial officer and the secretary to the board of directors of China Aluminum International Engineering Corporation Limited. Mr. Wang currently serves as the deputy chief accountant, general manager of finance department and capital operating department of Aluminum Corporation of China. He is also a director of China Aluminum International Engineering Corporation Limited and a director and the president of Aluminum Corporation of China Overseas Holdings Limited.

Senior Management

The table and discussion below set forth certain information concerning other member of senior management during the year ended December 31, 2015 and up to the date of this Annual Report.

Name	Age	Positions with the Company
Qiao Guiling ⁽¹⁾	47	Vice President (resigned)
Xie Weizhi ⁽²⁾	51	Vice President and Chief Financial Officer (resigned)
Xu Bo ⁽³⁾	51	Vice President (in office) and Secretary to the Board (resigned))
Zhang Zhankui ⁽⁴⁾	57	Chief Financial Officer and Secretary to the Board

(1) Due to other work commitment, Ms. Qiao Guiling resigned from the position of vice president of the Company, with effect from February 16, 2016.

(2) Due to other work commitment, Mr. Xie Weizhi resigned from the position of vice president and chief financial officer of the Company, with effect from November 13, 2015.

(3) Due to other work commitment, Mr. Xu Bo resigned from the positions of the secretary of the Board, with effect from March 17, 2016. Mr. Xu Bo still serves as a vice president of the Company.

(4) Due to work commitment, Mr. Zhang Zhankui resigned from the position of supervisor of the Company, with effect from November 13, 2015. Mr. Zhang Zhankui was appointed as the chief financial officer of the Company on November 13, 2015 and the secretary of the Board on March 17, 2016.

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Xu Bo, aged 51, vice president of the Company, serving the Company since March 2011. Mr. Xu graduated from North China University of Water Resources and Electric Power, majoring in hydraulic structure engineering, and obtained a master's degree in engineering. He also obtained a Ph.D. degree in economics from Renmin University of China. He is a senior engineer. Mr. Xu has extensive experience in mergers and acquisitions, capital operation, corporation management, and enjoys a high reputation in energy sectors such as coal and electric power. He formerly served as deputy head of hydropower and operations department and office manager of Power and Machinery Bureau; general manager and assistant to the head of the bureau in Steel Structure Department of China Huadian Power Station Equipment Engineering Group Corporation; deputy general manager of China Huadian Power Station Equipment Engineering Group Corporation, standing deputy general manager and general manager of China Huadian

Engineering Co., Ltd.; deputy general manager of Huadian Coal Industry Group Company Limited; head of China Huadian Corporation Shaanxi Office; general manager of China Huadian Corporation Shaanxi Branch; executive director and general manager of Huadian Shaanxi Energy Company, the assistant to the president of the Company and executive-director and general manager of Chalco Energy Co., Ltd. Mr. Xu has served as the Company Secretary (Secretary to the Board) since 9 May 2013, and resigned on 17 March 2016.

Zhang Zhankui, aged 57, has been working as the chief financial officer of the Company since November 13, 2015, and the Company Secretary (Secretary to the Board) since 17 March 2016. Mr. Zhang is a postgraduate in economic management and a senior accountant. He has extensive experience in corporate financial accounting, fund management and auditing. Mr. Zhang had formerly served as the head of the Finance Division and then the head of the Audit Division of China General Design Institute for Non-ferrous Metals; deputy general manager of Beijing Enfei Techindustry Group; the head of the Accounting Division of the Finance Department and deputy head of the Finance Department of China Copper Lead & Zinc Group Corporation; officer-in-charge of the Company's assets and finance in the Listing Office of the Company; head of the Capital Division of the Finance Department of Company and manager of the General Division of the Finance Department of the Company as well as deputy head and head of the Finance Department of Aluminum Corporation of China. Mr. Zhang had been serving as a Supervisor of the Company since 2006 and resigned on 13 November 2015.

B. COMPENSATION

Executive Compensation

Executive directors are entitled to a director's fee, performance bonuses and welfare benefits provided under the relevant PRC laws and regulations. Non-executive directors are entitled only to a director's fees. The aggregate amount of cash compensation paid by us to our directors in 2015 for services performed in connection with their respective capacities above was approximately RMB1.4 million. The aggregate amount of cash compensation paid by us to our senior management who are not members of our Board in 2015 was approximately RMB2.1 million, respectively. Our executive directors and supervisors who are employees also receive compensation in the form of housing allowances, other allowances and benefits and contributions to their pension plans. Directors receive fees for their services. None of the service contracts of our directors provide benefits to our directors upon their termination.

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Details of the emoluments paid to our directors and supervisors during the year ended December 31, 2015 are as follows:

Name of Directors and Supervisors	Fees	Salary	Bonus	Pension	Total
	RMB('000)	RMB('000)	RMB('000)	RMB('000)	RMB('000)
<i>Executive Directors</i>					
Ge Honglin (resigned)	-	-	-	-	-
Ao Hong	-	-	-	-	-
Luo Jianchuan (resigned)	-	-	-	-	-
Liu Xiangmin	-	-	-	-	-
Jiang Yinggang	-	643.0	-	70.0	713.0
<i>Non-Executive Directors</i>					
Liu Caiming	-	-	-	-	-
Wang Jun	150.0	-	-	-	150.0
<i>Independent Non-Executive Directors</i>					
Ma Si-hang, Frederick (resigned)	192.0	-	-	-	192.0
Wu Zhenfang (resigned)	47.0	-	-	-	47.0
Chen Lijie	162.0	-	-	-	162.0
Hu Shihai	102.0	-	-	-	102.0
Lie-A-Cheong Tai Chong, David	-	-	-	-	-
Wu Jianchang (resigned)	-	-	-	-	-
	<u>653.0</u>	<u>643.0</u>	<u>-</u>	<u>70.0</u>	<u>1,366.0</u>
<i>Supervisors</i>					
Zhao Zhao	-	-	-	-	-
Yuan Li	-	500.0	-	70.0	570.0
Zhang Zhankui (resigned)	-	-	-	-	-
Wang Jun	-	500.0	-	70.0	570.0
Total	<u>653.0</u>	<u>1,143.0</u>	<u>-</u>	<u>140.0</u>	<u>1,936.0</u>

Senior Management Incentive System

In order to better provide incentives for our senior management and improve our shareholders' value, we adopted a special compensation system for our senior management designed to align our senior management's financial interests with our operating performance. Under this system, the senior management's compensation consists of the following components:

- * basic salaries;
- * performance bonuses;

- * welfare benefits; and
- * incentive bonuses.

C. BOARD PRACTICES

Board of Directors

All of our directors and supervisors serve a term of three years or until such later date as their successors are elected or appointed. Directors and supervisors may serve consecutive terms. Each of our directors and supervisors has entered into a service contract with us, none of which can be terminated by us within one year without payment of compensation (other than statutory compensation). There were no arrangements providing for benefits upon termination of our directors, supervisors or other senior management personnel. One of the supervisors is an employee representative appointed by our employees and the rest are appointed by the shareholders. The following table sets forth the number of years our current directors have held their positions and the expiration of their current term.

Name	Held Position Since	Expiration of Term
Ao Hong	December 29, 2015	June 2016
Liu Xiangmin	June 27, 2013	June 2016
Jiang Yinggang	June 27, 2013	June 2016
Yu Dehui	April 8, 2016	June 2016
Liu Caiming	February 26, 2015	June 2016
Wang Jun	June 27, 2013	June 2016
Chen Lijie	February 26, 2015	June 2016
Hu Shihai	June 25, 2015	June 2016
Lie-A-Cheong Tai Chong, David	December 29, 2015	June 2016

Audit Committee

As at the date of this Annual Report, our audit committee consists of three independent non-executive directors, namely, Mr. Lie-A-Cheong Tai Chong, David, Mr. Hu Shihai and Ms. Chen Lijie. Mr. Lie-A-Cheong Tai Chong, David is the chairman of the audit committee. Mr. Ma Si-hang, Frederick served as the chairman of our audit committee before he resigned from the position as independent non-executive director on December 29, 2015. Mr. Wu Zhenfang served as a member of our audit committee before he resigned from this position on April 2, 2015 when he became subject to an investigation by the competent authority.

The primary duties of our audit committee as set out in the committee charter include proposing to engage or replace the auditor, supervising our internal audit and its implementation, being responsible for the communication between the internal audit and external audit, auditing our financial information and its disclosure, reviewing the Company's financial control, internal control and risk management systems, studying on our other relevant professional matters, and putting forward suggestions for the decisions of the Board for reference.

Remuneration Committee

As at the date of this Annual Report, our remuneration committee consists of two independent non-executive directors, Mr. Hu Shihai, Mr. Lie-A-Cheong Tai Chong, David and a non-executive director, Mr. Liu Caiming. Mr. Hu Shihai is the chairman of the remuneration committee. Mr. Ma Si-hang, Frederick served as a member of our remuneration committee before he resigned from the position as a independent non-executive director on December 29, 2015. Mr. Wu Zhenfang served as the chairman of our remuneration committee before he resigned from this position on April 2, 2015.

The primary duties of our remuneration committee as set out in the committee charter include preparing the remuneration management scheme and remuneration proposal for directors, employee-representative supervisors and senior management, and providing suggestions to the Board; preparing measures on performance evaluation of senior management, performance assessment procedures and relevant rewards and punishments, and providing suggestions to the Board; monitoring the implementation of the remuneration system of our Company; and reviewing senior management's fulfilment of duties and conduct performance assessment; and other functions and authorities delegated by the Board. In 2015, the remuneration committee convened at one meeting, to consider and approve remuneration standards for 2015 for our directors, supervisors and other senior management members.

We follow our home country practice in relation to the composition of our remuneration committee in reliance on the exemption provided under NYSE Corporate Governance Rule 303A.00 available to foreign private issuers. Our home country practice does not require us to establish a remuneration committee which must be composed entirely of independent directors.

Nomination Committee

As at the date of this Annual Report, our nomination committee consists of one executive director, namely Mr. Ao Hong, and three independent non-executive directors, namely Mr. Lie-A-Cheong Tai Chong, David, Mr. Hu Shihai and Ms. Chen Lijie. Mr. Ge Honglin served as the chairman of our nomination committee before he resigned as executive director on February 16, 2016. Mr. Luo Jianchuan served as a member of our nomination committee before he resigned as executive director on November 20, 2015. The position of the chairman of the committee is temporarily vacant.

The primary duties of our nomination committee as set out in the committee charter include studying the selection standards and procedures for directors, senior management and members of special committees under the Board and providing suggestions to the Board; reviewing the qualification of candidates for directors, senior management and members of special committees under the Board and provide advices on inspection and appointment; to assess the independence of independent non-executive directors; and other functions and authorities delegated by the Board.

We follow our home country practice in relation to the composition of our nomination committee in reliance on the exemption provided under NYSE Corporate Governance Rule 303A.00 available to foreign private issuers. Our home country practice does not require us to establish a nomination committee which must be composed entirely of independent directors.

Development and Planning Committee

As at the date of this Annual Report, our development and planning committee consists of two executive directors, namely Mr. Ao Hong, Mr. Jiang Yinggang, and one independent non-executive directors, namely Mr. Hu Shihai. The position of the chairman of the committee is temporarily vacant. Mr. Ge Honglin served as the chairman of our development and planning committee before he resigned as executive director on February 16, 2016. Mr. Luo Jianchuan served as a member of our development and planning committee before he resigned on November 20, 2015. In accordance with the committee charter, the committee reviews and assesses our strategic plans for development, fiscal budgeting, investment, business operations and investments returns.

Occupational Health and Safety and Environmental Committee

Our occupational health and safety and environmental committee consists of two executive directors Mr. Liu Xiangmin and Mr. Jiang Yinggang and one non-executive director, Mr. Wang Jun, with Mr. Liu Xiangmin as the chairman. This committee considers our annual planning on health, environmental protection and safety, supervises our implementation of the planning on health, environmental protection and safety initiatives, inquiries into serious incidents and inspecting and supervising over the handling of such incidents and makes recommendations to the Board on major decisions on health, environmental protection and safety.

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Supervisory Committee

Our supervisory committee consists of three supervisors, namely Mr. Zhao Zhao, as our shareholder representative supervisor and chairman of our supervisory committee, Mr. Zhang Zhankui (Mr. Zhang Zhankui resigned on November 13, 2015 and Mr. Wang Jun was appointed as a member of the Supervisory Committee of the fifth session of the Board by the Company at the 2015 second extraordinary general meeting held on December 29, 2015) and Mr. Yuan Li, as the employee representative supervisor. The term of all member of the supervisory committee of our Company will expire upon conclusion of the 2015 annual general meeting. Following are the primary duties of our supervisory committee:

- * inspection of implementation of resolutions of the general meetings;
- * inspection of legal compliance of our operations;
- * inspection of our financial activities;
- * inspection of the utilization of proceeds raised by us;
- * inspection of the acquisitions and disposals of our assets;
- * inspection of our connected transactions; and
- * review of self-assessment report on internal control.

D. EMPLOYEES

As of December 31, 2013, 2014 and 2015, we had 90,207, 75,749 and 70,368 employees, respectively. The number of our employees decreased from 2014 to 2015, which was mainly due to the termination of labor relationship through negotiation, retirement and personnel reposition. The table below sets forth the number of our employees by function as of the periods indicated:

	As of December 31,					
	2013		2014		2015	
		(%)		(%)		(%)
Function						
Alumina production	50,970	56.5	31,456	41.53	29,347	41.71
Primary aluminum production	29,158	32.3	28,010	36.98	26,224	37.27
Mining	3,698	4.1	3,106	4.1	2,885	4.1
Research and development	779	0.9	680	0.90	1,056	1.5
Sales and marketing	659	0.7	561	0.74	521	0.74
Energy	-	-	7,755	10.24	6,543	9.30
Management and others ⁽¹⁾	4,943	5.5	4,181	5.51	3,792	5.38
Total	90,207	100.0	75,749	100.0	70,368	100

(1) Excluding our management personnel for alumina production, primary aluminum production and aluminum fabrication.

Location	Employees	% of Total
Shandong	9,102	12.95
Chalco Shandong	7,249	10.32

Shandong Huayu	1,853	2.63
<i>Henan</i>	11,873	16.87
Henan branch	6,558	9.32
Chalco Zhongzhou	4,662	6.63
Zhengzhou Institute	653	0.92
<i>Guizhou</i>	6,786	9.64
Guizhou branch	4,704	6.68
Zunyi Aluminum	974	1.38
Zunyi Alumina	1,108	1.58
<i>Guangxi</i>	3,879	5.51
Guangxi branch	3,879	5.51
<i>Shanxi</i>	12,610	17.92
Shanxi branch	8,443	12.00
Shanxi Huasheng	1,717	2.44
Shanxi Huaze	1,662	2.36
Shanxi Huaxing	788	1.12
<i>Gansu</i>	6,676	9.49
Lanzhou branch	2,890	4.11
Gansu Hualu	1,381	1.96
Liancheng branch	2,405	3.42
<i>Liaoning</i>	1,493	2.12
Fushun Aluminum	1,493	2.12
<i>Qinghai</i>	3,577	5.08
Qinghai branch	3,577	5.08
<i>Chongqing</i>	873	1.24
Chongqing branch	873	1.24
<i>Inner Mongolia</i>	5,266	7.48
Baotou Aluminum	5,266	7.48
<i>Ningxia</i>	6,451	9.17
Ningxia Energy	6,451	9.17
Others (including employees of subsidiaries under construction)	1,528	2.17
Headquarters	254	0.36
Total	70,368	100.0

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We have workers' unions at the plant level that protect employees' rights and welfare benefits, organize educational programs, encourage employee participation in management decisions and mediate disputes between individual employees and us. All employees are union members. We have not experienced any strikes or other labor disturbances that have interfered with our operations, and we believe that we maintain good relationships with our employees.

The remuneration package of our employees includes salary, bonuses and allowances. Employees also receive welfare benefits including medical care, housing subsidies, childcare and education, retirement and other miscellaneous items.

In accordance with applicable PRC regulations, we participate in pension contribution plans organized by provincial and municipal governments, under which each of our plants is required to contribute an amount equal to a specified percentage of its employees' salaries, bonuses and various allowances. The amount of contribution as a percentage of the employees' salary is, on average, approximately 20% depending in part on the location of the plant. We have made all required pension contributions up to December 31, 2015. Retirees who retired prior to the date of the reorganization will have their pensions paid out of the pension plans established by the PRC government. We provide to our employees various social welfare benefits through various institutions owned by Chinalco and its other affiliates or through third parties.

E. SHARE OWNERSHIP

As of the date of this annual report, the following directors, supervisors or senior management owns interest in shares of our Company:

Name	Position	Share class	Number of shares	% of respective share class
Zhao Zhao	supervisor	Domestic Shares	5,100	<0.1%
Jiang Yinggang	executive director	Domestic Shares	10,000	<0.1%

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ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. MAJOR SHAREHOLDERS

Directors

We are a joint stock limited company organized under the laws of the PRC. Our parent company, Chinalco, a state-owned enterprise, beneficially owns 34.81% of our outstanding ordinary Shares directly and indirectly through its controlled entities. Chinalco holds a significant portion of our domestic shares in the form of state legal person shares, which do not have voting rights different from our other shares. Chinalco has substantial influence over our management, policies and corporate actions and can exercise all rights as our controlling shareholder subject to the relevant laws, rules and regulations. Approximately 65.19% of our total outstanding ordinary Shares are held by public shareholders, of which 26.11% and 39.08% are owned by holders of H Shares and A Shares, respectively. The following table sets forth information regarding ownership of our issued and outstanding capital stock as of December 31, 2015. The table includes all persons who are known by us to own, either as beneficial owners or holders of record, five percent or more of any class of shares.

As of December 31, 2015

Holders of A Shares and H Shares	Number of shares (in millions)	% of respective share class ⁽³⁾	% of issued total share capital ⁽⁴⁾
Chinalco ⁽¹⁾			
A Shares	5,135.38(L) ⁽²⁾	46.86(L)	34.46(L)
H Shares	52.60 (L)	1.33(L)	0.35(L)
Templeton Asset Management Ltd. H Shares	975.03(L)	24.72(L)	6.54(L)

(1) Including 4,889,864,006 A shares directly held by Chinalco, and an aggregate interest of 245,518,049 A shares and 52,598,000 H shares held by various controlled subsidiaries of Chinalco, comprising 238,377,795 A shares held by Baotou Aluminum (Group) Co., Ltd., 7,140,254 A shares held by Shanxi Aluminum Plant and 52,598,000 H shares held by Aluminum Corporation of China Overseas Holdings Limited.

(2) The letter "L" denotes a long position.

(3) The total number of our A shares is 10,959,832,268 and the total number of our H shares is 3,943,965,968.

(4) The number of our total issued shares is 14,903,798,236 shares.

We are not aware of any arrangement that may at a subsequent date result in a change of control of Chalco.

On April 24, 2007, we issued 1,236,731,739 A Shares by way of share exchange with the other shareholders of Shandong Aluminum and Lanzhou Aluminum, including a subsidiary of Chinalco, to acquire the existing issued shares not held by us. On the same date, China Orient Asset Management Corporation, a PRC state-owned financial enterprise, transferred all of its equity interest in us to Chinalco and ceased to be our shareholder. On December 28, 2007, we issued 637,880,000 A Shares to a subsidiary of Chinalco in exchange for 100% equity in Baotou Aluminum. In June 2015, the Company non-publicly issued additional 1,379,310,344 A shares to qualified investors with issue price of RMB5.8 per share.

To the best of our knowledge, as of December 31, 2015, all of the outstanding ADSs were held by 69 United States holders of record.

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As an owner of at least 30% of our issued and outstanding shares, the parent company is deemed a controlling shareholder and therefore may not exercise its voting rights with respect to various matters related to our shares in a manner prejudicial to the interests of our other shareholders. See "Item 10. Additional Information - B. Memorandum and Articles of Association." In accordance with our Articles of Association, each share of our capital stock has one vote and the shares of the same class have the same rights. Other than the foregoing restrictions, the voting rights of our major holders of domestic and H Shares are identical to those of any other holders of the same class of shares. Holders of domestic shares and H Shares are deemed to be shareholders of different classes for some matters, which may affect their respective interests. Other than the foregoing, holders of H Shares and domestic shares are entitled to the same voting rights.

B. RELATED PARTY TRANSACTIONS

Connected Transactions under Hong Kong Listing Rules

Under the Listing Rules, transactions between connected persons and us, or connected transactions, generally must be reported to the Hong Kong Stock Exchange, announced to the public and/or approved by shareholders unless the foregoing requirement are waived by the Hong Kong Stock Exchange or exempted under the Listing Rules. Each year our independent non-executive directors must review our non-exempt continuing transactions and confirm that these transactions have been entered into:

- (i) in the ordinary and usual course of our business;
- (ii) the terms of the transactions are fair and reasonable as far as our shareholders are concerned;
- (iii) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favorable to us than terms available to or from (as appropriate) independent third parties; and
- (iv) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of our shareholders as a whole.

Although the definition of connected transactions is not synonymous with the definition of related party transactions, the concepts are sufficiently similar that the description of our connected transactions would satisfy disclosure requirements under U.S. securities laws.

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The following table sets forth the details of our material connected transaction for the year ended December 31, 2015:

Agreement	Nature	Term of the Agreement	Annual Cap	
			Transaction Amount in 2015 (RMB in millions)	for 2015 (RMB in millions)
Continuing Connected Transactions				
Comprehensive Social and Logistics Services Agreement (Counterparty: Chinalco)	Chinalco provides us with a broad range of social and logistics services including education and schooling, public transportation and property management.	The original agreement was entered on November 5, 2001 and expired on December 31, 2012. Pursuant to the supplementary agreement entered into in 2012, the term was renewed from January 1, 2013 for a term of three years.	325	600
General Agreement on Mutual Provision of Production Supplies and Ancillary Services (Counterparty: Chinalco)	We purchase from Chinalco ancillary production supplies and services which include, among other things, various raw materials required in alumina and primary aluminum production, transportation and loading services and production supporting services.	The original agreement was entered on November 5, 2001 and expired on December 31, 2012. Pursuant to the supplementary agreement entered into in 2012, the term was renewed from January 1, 2013 for a term of three years.	2,202	4,500
Xinan Aluminum Mutual Provision of Products and Services Framework Agreement (Counterparty: Xinan Aluminum)*	We purchase from Xinan Aluminum products and services including among other things, aluminum fabrication products, equipment, water, electricity and gas, maintenance and repair services, unloading, transportation and storage services.	The original agreement was entered on October 20, 2008 and expired on December 31, 2012. Pursuant to the supplementary agreement entered into in 2012, the term was renewed from January 1, 2013 for a term of three years.	—	8,700
Mineral Supply Agreement (Counterparty: Chinalco)	Chinalco provides us with bauxite and limestone from several mines that it operates. Chinalco must not provide bauxite and limestone to any third parties before meeting our bauxite and limestone requirements.	The original agreement was entered on November 5, 2001 and expired on December 31, 2012. Pursuant to the supplementary agreement entered into in 2012, the term was renewed from January 1, 2013 for a term of three years.	152	360
Provision of Engineering, Construction and Supervisory Services Agreement (Counterparty: Chinalco)	Chinalco provides us with certain engineering, construction and supervisory services at the state guidance price and, where there is no state guidance price, at market price. Such services are mainly provided by subsidiaries of Chinalco including China Aluminum International Engineering Corporation Limited.	The original agreement was entered on November 5, 2001 and expired on December 31, 2012. Pursuant to the supplementary agreement entered into in 2012, the term was renewed from January 1, 2013 for a term of three years.	1,610	15,000
Land Use Rights Leasing Agreement (Counterparty: Chinalco)	Chinalco leases 470 parcels of land covering an aggregate area of approximately 61.2 million square meters and spanning across eight provinces in the PRC to us.	The original agreement was entered on November 5, 2001 for a term of 50 years, expiring on June 30, 2051.	539	1,200
Buildings and Office Buildings Leases Agreements (Counterparty: Chinalco)	We lease 59 buildings with an aggregate gross floor area of 62,189 square meters to Chinalco. Chinalco leases 100 buildings with an aggregate gross floor area of 273,637 square meters to us.	The original agreement was entered on November 5, 2001 for a term of 20 years, expiring on June 30, 2020.	52	110
	China Aluminum Development Company Limited, a wholly-owned subsidiary of Chinalco, leases to us an office building with an area of 23,551.43 square meters located at Xizhimen, Beijing, as our headquarters.	The original agreement was entered on October 15, 2011 and expired on December 31, 2012. Pursuant to the supplementary agreement entered into in 2012, the term was renewed from January 1, 2013 for a term of three years.		
Framework Agreement for Aluminum Products Fabrication Services (Counterparty: Chinalco)*	Shandong Aluminum Company and Qinghai Aluminum Company, wholly-owned subsidiaries of Chinalco, provide alumina fabrication and production services to us.	The original agreement was entered on February 28, 2011 and expired on December 31, 2012. Pursuant to the supplementary agreement entered into in 2012, the term was renewed from January 1, 2013 for a term of three years.	63	360
Financial Services Agreement (Counterparty: Chinalco Finance)	Chinalco Finance has agreed to provide us with deposit services, credit services and miscellaneous financial services. We have the right	The original agreement expired on August 25, 2012 for a term of 1 year. Pursuant to the financial services agreement renewed on	(a) 4,456 (largest amount of daily deposit balance during the period	(a) 5,000 (daily cap of deposit balance during the period from

	to choose the financial institution for financial services and the financial institution for deposit services and loan services as well as the amounts of loans and deposits with reference to our own needs. Chinalco Finance undertakes that the terms for the provision of financial services to us at any time would be no less favorable than those of the same type of financial services provided by Chinalco Finance to Chinalco and other subsidiaries of Chinalco or those of the same type of financial services that may be provided to us by other financial institutions.	August 24, 2012, the term was extended and expired on August 25, 2015. Pursuant to the financial services agreement renewed on April 28, 2015, the term was renewed for a term of 3 years from August 26, 2015 and will expire on August 25, 2018.	from January 1, 2015 to August 25, 2015) (b) 7,586 (largest amount of daily deposit balance during the period from August 26, 2015 to December 31, 2015) (c) 3 (other financial services fees for the period from January 1, 2015 to December 31, 2015)	January 1, 2015 to August 2, 2014) (b) 8,000 (daily cap of deposit balance during the period from August 26, 2015 to December 31, 2015) (c) 50 (other financial services fees for the period from January 1, 2015 to December 31, 2015)
Finance Lease Agreement (Counterparty Chinalco Finance Lease Co., Ltd.)	Chinalco Lease provides finance lease services to the Group.	The finance lease framework agreement was entered into between the Company and Chinalco Lease on August 27, 2015, with a term from August 27, 2015 to December 31, 2016. A new finance lease framework agreement was entered into between the Company and Chinalco Lease on November 13, 2015 with a term of 3 years from January 1, 2016 to December 31, 2018.	1,206	1,400
General Agreement on Mutual Provision of Production Supplies And Ancillary Services (Counterparty: Chinalco)	Supplies and ancillary services	The original agreement expired on December 31, 2012 for a term of 3 years. Pursuant to the supplementary agreement entered into in 2012, the term was renewed from January 1, 2013, expiring on December 31, 2015.	8,763	10,000
Xinan Aluminum Mutual Provision of Products and Services Framework Agreement* (Counterparty: Xinan Aluminum)	Sales of products by the Company and its branches and relevant subsidiaries to Xinan Aluminum: primary aluminum, aluminum alloy ingots, aluminum fabrication products and aluminum fabrication scraps Sales of products or services by Xinan Aluminum to the Company: aluminum alloy ingots, aluminum fabrication products; ancillary materials, spare parts, relevant equipment and provision of water, electricity and gas; construction and repair services; loading and unloading, transportation and storage services; and social and logistics services.	The original agreement expired on December 31, 2012 for a term of 3 years. Pursuant to the supplementary agreement entered into in 2012, the term was renewed from January 1, 2013, expiring on December 31, 2015.	2,625	8,000
Labor Services and Engineering Services Agreement (Counterparty: Chinalco)	Services provided by the Company to Chinalco: engineering design services, equipment repairs, logistics management services, etc.	January 1, 2015 to December 31, 2015	62	80

Note:

- * The Company entered into the equity interest transfer agreement with Chinalco on June 9, 2013. As such, the Company transferred its equity interest of the eight aluminum fabrication enterprises to Chinalco. The aluminum fabrication enterprises would no longer be consolidated into the financial statements of the Company from June 27, 2013. For details in relation to the transfer of such equity interest, please refer to the Company's announcement dated June 9, 2013 and circular dated June 7, 2013. Certain of the abovementioned aluminum fabrication enterprises were actual counterparties of Xinan Aluminum Mutual Provision of Products and Services Framework Agreement and Framework Agreement for Aluminum Products Fabrication Services, acting as a member party of the Group to carry out continuing connected transactions with Chinalco in accordance with the abovementioned framework agreements during the period from January 1, 2013 to June 27, 2013. Such aluminum fabrication enterprises ceased to be members of the Group, and would not carry out transactions with Chinalco in accordance with the abovementioned framework agreement from June 27, 2013 onwards.

- (a) Sales of materials and finished goods comprised sales of alumina, primary aluminum, copper and scrap materials. Transactions entered are covered by general agreements on mutual provision of production supplies and ancillary services. The pricing policy is summarized below:
- (1) The price prescribed by the PRC government ("State-prescribed price") is adopted;
 - (2) If there is no State-prescribed price, state-guidance price is adopted;
 - (3) If there is neither State-prescribed price nor state-guidance price, then market price (being price charged to and from independent third parties) is adopted; and
 - (4) If none of the above is available, then adoption of a contractual price.
- (b) Utility services, including electricity, gas, heat and water, are supplied at Stated-prescribed price.
- (c) Engineering, project construction and supervisory services were provided for our construction projects. The state-guidance price or prevailing market price is adopted for pricing purpose.
- (d) The pricing policy for purchases of key and auxiliary materials (including bauxite, limestone, carbon, cement and coal) is: For the supplies of bauxite and limestone from Chinalco's own mining operations, at reasonable costs incurred in providing the same, plus not more than 5% of such reasonable costs (a buffer for surges in the price level and labor costs); and for the supplies of bauxite and limestone from jointly operated mines, at contractual price paid by Chinalco to such third parties.
- (e) The pricing policy of the comprehensive social and logistics services agreement between us and Chinalco is the same as that set out in (a) above.
- (f) Pursuant to the land use rights lease agreements entered into between the us and Chinalco Group, operating leases for industrial or commercial land are charged at a rate not higher than prevailing market rent as confirmed by an independent valuer, and shall be reviewed every three years. We also entered into building rental agreement with Chinalco Group and pay rent for our lease of buildings owned by Chinalco, the rent is not higher than prevailing market rent as confirmed by an independent valuer, and shall be reviewed every two years.
- (g) The pricing policy for products processing service is the same as that set out in (a) above.
- (h) The terms for the financial services agreement provision between Chinalco Finance and us are no less favorable than those of the same type of financial services provided by Chinalco Finance to Chinalco and other members of its group or those of the same type of financial services that may be provided to us by other financial institutions.

During the years ended December 31, 2013, 2014 and 2015, our significant transactions with other state-owned enterprises (excluding Chinalco and its subsidiaries) constituted a large portion of our sales of goods and purchases of raw materials, electricity, property, plant and equipment and services. In addition, substantially all restricted cash, time deposits, cash and cash equivalents and borrowings as of December 31, 2013, 2014 and 2015 and the relevant interest earned or paid during the year are transacted with banks and other financial institutions which are controlled by the PRC government.

We provide the following additional information on material related party transactions during the periods indicated:

- (a) Significant related party transactions

	For the year ended December 31		
	2013	2014	2015
	<i>(RMB in thousands)</i>		
Sales of goods and services rendered:			
Sales of materials and finished goods to:			
Chinalco and its subsidiaries	8,844,205	7,040,457	11,085,064
Associates of Chinalco	102,723	170,338	703,628
Joint ventures of Chinalco	-	142	-
Joint ventures	52,318	48,903	79,034
Associates	1,400,098	2,146,870	2,165,445
	<u>10,399,344</u>	<u>9,406,710</u>	<u>14,033,171</u>
Provision of utility services to:			
Chinalco and its subsidiaries	390,368	390,046	302,571
Associates of Chinalco	18,233	17,750	14,803
Joint Ventures	11,628	113	-
Associates	10,014	1,977	553
	<u>430,243</u>	<u>409,886</u>	<u>317,927</u>
Provision of engineering, construction and supervisory services to:			
Chinalco and its subsidiaries	40,259	68,634	62,375

An associate	19	-	-
	<u>40,278</u>	<u>68,634</u>	<u>62,375</u>
Provision of products processing services to: Chinalco and its subsidiaries	1,357	3,169	-
Rental revenue of land use rights and buildings to: Chinalco and its subsidiaries Associates of Chinalco	5,524 124	34,887 -	34,281 249
	<u>5,648</u>	<u>34,887</u>	<u>34,530</u>
Purchase of goods and services: Purchases of engineering, construction and supervisory services from: Chinalco and its subsidiaries Associates of Chinalco	1,842,045 140	987,706 -	1,610,428 -
	<u>1,842,185</u>	<u>987,706</u>	<u>1,610,428</u>
Purchases of key and auxiliary materials and finished goods from: Chinalco and its subsidiaries Associates of Chinalco Joint ventures Associates	3,799,542 254 1,076,867 380,255	3,009,894 386,609 1,268,123 762,003	1,710,841 - 1,276,078 414,539
	<u>5,256,918</u>	<u>5,426,629</u>	<u>3,401,458</u>
Provision of social services and logistics services by: Chinalco and its subsidiaries	243,865	312,626	324,872
Provision of utilities services by: Chinalco and its subsidiaries Joint Ventures	186,007 27	414,745 -	643,597 -
	<u>186,034</u>	<u>414,745</u>	<u>643,597</u>
Provision of products processing services by Chinalco and its subsidiaries	64,377	76,075	62,623
Rental expenses for buildings and land use rights charged by Chinalco and its subsidiaries	600,892	561,528	590,657
Other significant related party transactions: Borrowing from a subsidiary of Chinalco	1,000,000	1,429,000	5,929,000
Interest expense on borrowing from a subsidiary of Chinalco	40,922	38,772	137,777
Entrusted Loan from a subsidiary of Chinalco	70,000	70,000	-
Entrusted loan and other borrowings to: Joint ventures An associate Chinalco and its subsidiaries	726,235 26,106 393,000	764,000 - -	140,000 - -
	<u>1,145,341</u>	<u>764,000</u>	<u>140,000</u>
Interest income on entrusted loan and other borrowings to: Joint ventures An associate Chinalco and its subsidiaries	69,462 2,518 34,923	60,459 88 2,027	14,061 - -

	<u>106,903</u>	<u>62,574</u>	<u>14,061</u>
Disposal of the Aluminum Fabrication Segment and transferred loan to Chinalco and its subsidiaries	<u>10,614,000</u>	<u>-</u>	<u>-</u>
Disposal of investments in a joint venture and an associate to Chinalco	<u>264,714</u>	<u>-</u>	<u>-</u>
Disposal of a subsidiary to a subsidiary of Chinalco	<u>12,953,368</u>	<u>-</u>	<u>-</u>
Interest income from the unpaid disposal proceeds from: Chinalco and its subsidiaries	<u>250,124</u>	<u>542,811</u>	<u>326,217</u>
Disposal assets under sale and leaseback contract to a subsidiary of Chinalco	<u>-</u>	<u>300,000</u>	<u>1,150,000</u>
Finance lease under sale and leaseback contract to a subsidiary of Chinalco	<u>-</u>	<u>304,239</u>	<u>1,150,164</u>
Provision of financial guarantees to:			
Joint ventures	381,800	345,760	340,900
An associate	<u>-</u>	<u>23,710</u>	<u>17,470</u>
	<u>381,800</u>	<u>369,470</u>	<u>358,370</u>
Financial guarantees provided by: Subsidiaries of Chinalco	<u>20,000</u>	<u>138,000</u>	<u>12,000</u>
Discounted notes receivables to a subsidiary of Chinalco	<u>1,278,907</u>	<u>118,757</u>	<u>122,000</u>

(b) Balances with related parties

	<u>December 31, 2014</u>	<u>December 31, 2015</u>
Cash and cash equivalents deposited with A subsidiary of Chinalco	<u>4,889,705</u>	<u>7,585,515</u>
Trade and notes receivables		
Chinalco and its subsidiaries	886,532	857,742
Associates of Chinalco	1,922	23
Associates	229	-
Joint ventures	<u>8,213</u>	<u>28,268</u>
	<u>896,896</u>	<u>886,033</u>
Provision for impairment of receivables	<u>(167,799)</u>	<u>(125,694)</u>
	<u>729,097</u>	<u>760,339</u>
Other current assets		
Chinalco and its subsidiaries	4,841,266	4,852,181
Associates	90,977	-
Joint ventures	<u>1,310,499</u>	<u>1,438,938</u>
	<u>6,242,742</u>	<u>6,291,119</u>
Provision for impairment of other current assets	<u>(54,516)</u>	<u>(49,014)</u>
	<u>6,188,226</u>	<u>6,242,105</u>
Other non-current assets		
Chinalco and its subsidiaries	8,195,904	4,252,776
An associate	111,846	111,846
Joint ventures	<u>-</u>	<u>409,251</u>
	<u>8,307,750</u>	<u>4,773,873</u>

Borrowings and finance lease payable		
Subsidiaries of Chinalco	1,402,639	6,070,364
Trade and notes payables		
Chinalco and its subsidiaries	429,809	481,006
Associates of Chinalco	4	-
Associates	15,520	-
Joint ventures	81,988	160,215
	<u>527,321</u>	<u>641,221</u>
Other payables and accrued liabilities		
Chinalco and its subsidiaries	1,426,842	1,281,120
Associates of Chinalco	880	171
Joint ventures	91,207	1,019
Associates	472	62,613
	<u>1,519,401</u>	<u>1,344,923</u>

Guarantees

We provided guarantees to our related parties to guarantee their loans during the period from January 1, 2015 to February 29, 2016. The outstanding balance of the loans we guaranteed was RMB358.4 million as of February 29, 2016 and the largest amount outstanding of the loans we guaranteed during the period from January 1, 2015 to February 29, 2016 was RMB132.6 million. The interest rates on such loans are from 6.55% to 6.765%.

Our related parties also provided guarantees to us to guarantee our loans during the period from January 1, 2015 to February 29, 2016. The outstanding balance of the loans guaranteed by our related parties was RMB12 million as of February 29, 2016 and the largest amount outstanding of the loans guaranteed by our related parties during the period from January 1, 2015 to February 29, 2016 was RMB122 million. The interest rate on such loan is 2.3%.

Loans

We provided several entrusted loans to our related parties mainly for the purpose of supplementing working capital during the period from January 1, 2015 to February 29, 2016. The outstanding balance of such entrusted loans was mainly RMB729 million as of February 29, 2016 and the largest amount outstanding of the entrusted loans during the period from January 1, 2015 to February 29, 2016 was RMB200 million. The interest rates on such entrusted loans range from 6% to 10%.

Our related party also provided several loans to us mainly for the purpose of supplementing working capital during the period from January 1, 2015 to February 29, 2016. The outstanding balance of such loans was RMB6.24 billion as of February 29, 2016 and the largest amount outstanding of the loans during the period from January 1, 2015 to February 29, 2016 was RMB1 billion. The interest rates on such loans range from 4.13% to 6%.

C. INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION

We have appended our consolidated financial statements filed as part of this annual report on Form 20-F.

Legal Proceedings

We are not currently a party to any pending legal proceedings which are expected to have a significant effect on our financial position or results of operations, nor are we aware of any proceedings that are pending or threatened which may have a significant effect on our financial position or results of operations. We may from time to time become a party to various legal or administrative proceedings arising in the ordinary course of our business.

Dividend Policy

Our Board declares dividends, if any, in Renminbi with respect to H Shares on a per share basis and pays such dividends in HK dollars. Any final dividend for a fiscal year is subject to shareholders' approval. The Bank of New York Mellon, as depository, converts the HK dollar dividend payments and distributes them to holders of ADSs in U.S. dollars, less expenses of conversion. Under the Company Law of the PRC and our Articles of Association, all of our shareholders have equal rights to dividends and distributions. The holders of the H Shares share proportionately on a per share basis in all dividends and other distributions declared by our Board.

We believe that our dividend policy strikes a balance between two important goals providing our shareholders with a competitive return on investment and assuring sufficient reinvestment of profits to enable us to achieve our strategic objectives. The declaration of dividends is subject to the discretion of our Board, which takes into account the following factors:

- * our financial results;

- * capital requirements;
- * contractual restrictions on the payment of dividends by us to our shareholders or by our subsidiaries to us;
- * our shareholders' interests;
- * the effect on our creditworthiness;
- * general business conditions; and
- * other factors our Board may deem relevant.

Pursuant to PRC laws and regulations, dividends may only be distributed after allowance has been made for: (1) recovery of losses, if any and (2) allocations to the statutory surplus reserve. The allocations to the statutory surplus reserve is 10% of our net profit determined in accordance with PRC Generally Accepted Accounting Principles, unless the accumulated statutory surplus reserve exceeds 50% of our registered share capital, in which case the surplus reserve is discretionary. Our distributable profits for the current fiscal year will be equal to our net profits determined in accordance with IFRSs, less allocations to the statutory surplus reserve. See "Item 10. Additional Information - E. Taxation" for a discussion of the tax consequences of receipt of dividends.

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B. SIGNIFICANT CHANGES

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements which is included in this annual report.

ITEM 9. THE OFFER AND LISTING

The Shanghai Stock Exchange is the principal trading market for our A Shares, and the Hong Kong Stock Exchange is the principal trading market for our H Shares. The ADSs have been issued by the Bank of New York Mellon, acting as depositary bank, and are listed on the New York Stock Exchange under the symbol "ACH" with each ADS representing 25 H Shares.

The following table sets forth, for the periods indicated, the reported high and low market prices for our shares on the New York Stock Exchange, the Hong Kong Stock Exchange and the Shanghai Stock Exchange:

Calendar Period	NYSE		Hong Kong Stock Exchange		Shanghai Stock Exchange	
	High	Low	High	Low	High	Low
	(US\$ per ADS) (%)		(HK\$ per H Share) (%)		(RMB per A Share) (%)	
2011	25.88	10.34	7.98	3.20	12.36	6.23
2012	13.88	9.22	4.45	2.86	7.89	4.55
2013	13.29	7.25	4.21	2.20	5.37	3.01
First Quarter	13.29	9.52	4.21	2.95	5.37	4.11
Second Quarter	10.73	7.25	3.32	2.20	4.47	3.01
Third Quarter	9.59	7.35	3.00	2.28	4.55	3.03
Fourth Quarter	9.92	8.42	3.15	2.63	4.76	3.30
2014	12.6	8.25	3.85	2.54	6.66	2.97
First Quarter	9.53	8.25	2.99	2.54	3.6	3.11
Second Quarter	10.31	8.62	3.23	2.64	3.5	2.97
Third Quarter	12.6	8.99	3.85	2.77	4.27	3.03
Fourth Quarter	11.8	9.73	3.73	3.1	6.66	3.46
2015						
First Quarter	13.51	10.75	4.28	3.33	6.97	4.73
Second Quarter	17.44	12.32	5.62	3.70	10.8	6.25
Third Quarter	12.46	7.20	3.92	2.26	9.21	4.53
Fourth Quarter	9.32	7.01	2.94	2.13	5.77	4.67
September	8.79	7.53	2.76	2.3	5.63	4.60
October	9.32	7.73	2.94	2.41	5.54	4.67
November	8.41	7.73	2.61	2.40	5.77	4.77
December	8.50	7.01	2.65	2.13	5.38	4.76
2016						
January	7.95	6.87	2.57	2.16	5.00	3.49
February	9.40	7.32	3.05	2.29	4.68	3.55
March	9.50	7.93	3.00	2.45	4.95	4.25
April (through April 4, 2016)	8.34	8.10	2.67	2.45	4.64	4.37

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ITEM 10. ADDITIONAL INFORMATION

A. SHARE CAPITAL

Not applicable.

B. MEMORANDUM AND ARTICLES OF ASSOCIATION

A copy of the English translation of our Articles of Association was filed with the SEC as an exhibit to the registration statement on Form F-1 (Registration No. 333-14068) under the Securities Act in connection with a global offering of our H Shares and American depositary shares on December 5, 2001. We filed a copy of the English translation of our Articles of Association as of December 31, 2015 as an exhibit to this annual report on Form 20-F.

The following are summaries of material provisions of our Articles of Association insofar as they relate to the material terms of our shares.

Our objects and purposes

Our Articles of Association as amended from time to time are filed with the Hong Kong Companies Registrar. Our business scope can be found in Article 13 of our Articles of Association, as amended at the shareholders' general meeting held on February 28, 2011.

Directors' power to vote on matters in which he or she has an interest

Under Article 169, a director shall not vote in any resolution of the board of directors for approving any contract, transaction or arrangement in which such director or any of his associates (as defined in the applicable rules governing the listing of securities amended from time to time) is materially interested, and shall not be either counted into the quorum of the meeting. Unless the interested director has disclosed his or her interest to the board of directors in accordance with the Article 169 and the contract, transaction or arrangement has been approved by the board of directors at a meeting in which the interested director is not counted in the quorum and has refrained from voting, a contract, transaction or arrangement in which such director is materially interested is voidable at the instance of our Company except as against a bona fide party thereto acting without notice of the breach of duty by such director.

Borrowing powers

Subject to compliance with applicable laws and regulations of the PRC, we have the power to raise and borrow money which power includes (without limitation) the issuance of debentures and the charging or mortgaging of part or whole of our business or properties and other rights permitted. The Articles of Association do not contain any specific provision in respect of the manner in which borrowing powers may be exercised by the directors nor do they contain any specific provision in respect of the manner in which such powers may be varied, other than (a) provisions which give the directors the power to formulate proposals for the issuance of debentures by us; (b) Article 86(2) provides that the issuance of bond must be approved by the shareholders in a general meeting by way of a special resolution; and (c) Article 108(4) provides that the directors have the power to formulate our annual final financial budgets and final accounts which shall be passed by over half of the directors.

Age limit for retirement

There is no provision pertaining to the retirement of directors pursuant to an age limit requirement in our Articles of Association.

Directors' qualifying shares

Under Article 103, the directors are not required to hold any qualifying shares.

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Dividend rights

Article 54(1) provides that holders of our ordinary shares have the right to receive dividends and distribution of profits in other forms, in proportion to the number of shares held. Under Article 48, when we convoke a general shareholders' meeting, allocate dividends, liquidates or perform other activities that require the verification of equity rights, the Board or the general meeting convener must specify a date as the record date. The shareholders registered in the shareholder roster after closing as at the record date are the Company's shareholders entitled to appropriate rights and interests.

Voting rights

Article 54(2) provides that holders of our ordinary shares have the right to lawfully request, convene, chair, attend in person or appoint a proxy to attend and vote at general meetings of shareholders in respect of the number of shares held.

Rights to share profits

Article 60(7) provides that a plan for profit distribution and a plan for making up for losses formulated by the Board in accordance with Article 108 (6) must be approved by way of the shareholders' general meeting.

Rights to share surplus in the event of liquidation

Article 54(6) provides that the holders of ordinary shares have the right to participate in the distribution of our surplus assets in proportion to the number of shares held in the event of the termination or liquidation of us.

Redemption provisions; sinking fund provisions and liability to further capital calls

Article 29 provides that we may repurchase issued shares in accordance with the procedures provided in the Articles of Association and with the approvals from the relevant governing authorities of PRC under the following circumstances: (1) cancellation of shares for the purpose of reducing our capital; (2) amalgamation with other company which owns our shares; (3) granting bonus shares to our employees; (4) shareholders disagreeing with our general meeting's resolution on merger or division and requiring us to acquire the shares in their possession; (5) other purposes permitted by law and administrative regulations.

No securities issued by us are redeemable, entitled to a sinking fund or subject to liability for further capital calls.

Actions necessary to change the rights of holders of our shares or holders of a class of shares

Under Article 86(5), revision of any rights of class shareholders, e.g., rights to dividends, share profits or surplus in the event of liquidation or voting rights, requires a special resolution of the shareholders' general meeting. Under Article 79, a special resolution must be passed by votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting.

The rights attached to any class of shares may be varied or abrogated only with the sanction of a special resolution passed at the shareholders' general meeting and by holders of shares of the affected class passed at a separate general meeting of the class convened in accordance with the Article 97 to Article 101 respectively. The circumstances which are deemed to be a variation or abrogation of the class rights are set forth under Article 96. Except for the circumstances under Article 96 (1), (9) and (10), shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, have the right to vote at class meetings but Interested Shareholders (as defined under Article 97) are not entitled to vote at class meetings.

Resolutions of a class meeting shall be passed by two-thirds or more of the shares with voting rights held by the class shareholders who, according to Article 97, are entitled to vote at that class meeting. Written notice must be given to all shareholders who are registered as holders of that class in the register of shareholders 45 days (inclusive of date of meeting) before the date of the class meeting. Such notice must contain the matters to be considered at such meeting, the date and the place of meeting. Those shareholders of the class who intend to attend shall send the written reply to us 20 days before the class meeting according to Article.

The proceedings of a class meetings shall be conducted as nearly as possible as that of a shareholders' general meetings. The provisions in the Articles of Association relating to the proceedings of shareholders' general meetings shall apply to class meetings.

The special procedures for approval by a class of shareholders do not apply where we issue, upon the approval by special resolution of shareholders in general meeting, either separately or concurrently once every 12 months, not more than 20% of each of our existing issued Domestic-Invested Shares and Overseas-Listed Foreign-Invested Shares (as defined under Article 18).

Provisions discriminating against any existing or prospective shareholder as a result of owning a substantial number of shares

Chinalco, as our controlling shareholder, shall not exercise its voting rights in a manner prejudicial to the interest of all or some part of the shareholders when making decision on the following matters:

- * to relieve a director or supervisor of his duty to act honestly in our best interest;
- * to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another), our assets, in any manner, including but not limited to an opportunity beneficial to us; or
- * to approve the expropriation by a director or supervisor (for his own benefit or for the benefit of another) the individual rights of other shareholders, including but not limited to rights to distributions and voting rights save and except our restructuring, submitted for approval by the shareholders in general meeting in accordance with the Articles of Association.

Conditions governing the manner in which annual general meetings and extraordinary general meetings of shareholders are convoked

Shareholders' general meetings can be held as annual general meetings or extraordinary general meetings. Annual general meetings are held once a year within six months after the end of the preceding fiscal year.

The Board is required to convene an extraordinary general meeting within two months of the occurrence of any of the following circumstances:

- (1) the number of directors falls below the number required by the PRC Company Law or two-thirds of the number required by the Articles of Association;
- (2) our unrecovered losses amount to one-third of the total amount of its paid-in-capital;
- (3) upon the request of shareholder(s) holding 10 percent or more of our shares for more than ninety consecutive days (the number of shares held shall be the figures as of the date of the written request from shareholder); and
- (4) whenever the Board deems necessary or the supervisory committee proposes to convene the same.

We shall, within 45 days (inclusive of date of meeting) before the date of meeting, send written notices of the shareholders' general meeting and inform all registered shareholders of the matters to be considered at the meeting and the date and venue of the meeting. Those shareholders who intend to attend the meeting shall send the written reply to the Company 20 days before the meeting.

Motions put forward at the general meeting shall be specific and shall relate to the matters to be considered at a shareholders' general meeting. Motion raised at a general meeting shall satisfy the following requirements:

- (1) be free of conflicts with the provision of laws, administrative regulations and Articles of Association, and fall within our business scope and the terms of the reference of the shareholders' general meeting;
- (2) have definite topics to discuss and specific matters to resolve; and
- (3) be submitted in writing or served to the board of directors.

Limitations on the rights to own securities

Under Article 18, the shares issued to domestic investors and denominated in Renminbi are Domestic-Invested Shares whereas the shares issued to overseas investors and denominated in foreign currency are Foreign-Invested Shares. Under Article 17, our Domestic-Invested Shares can be held only by PRC shareholders and our Foreign-Invested Shares, such as H Shares and ADSs can be held only by foreign shareholders and other shareholders from regions of Hong Kong, Macau and Taiwan.

Provisions having an effect of delaying, deferring or preventing a change in control

Under Article 111, decisions in respect of market development, merger and acquisition, and investment in a new field, where the consideration to be paid or the assets to be acquired exceed 10% of our total assets, the Board is required to engage relevant professional consultants to provide professional opinions, which shall serve as the key reference for the decision of the Board concerning such investment, merger or acquisition.

Under Article 86(3), division, merger, dissolution and liquidation of us and material acquisitions and disposals by us must be approved by a special resolution at a shareholders' general meeting.

There are no provisions under the Articles of Association pertaining to the ownership threshold above which shareholder ownership must be disclosed.

Conditions governing changes in registered capital

Under Article 108(7), any proposal for the increase or decrease of our registered capital must be formulated by the Board. Article 86(1) further provides that any increase or reduction in share capital requires adoption of a special resolution at a shareholders' general meeting.

C. MATERIAL CONTRACTS

For the two years immediately preceding the date of this annual report, we have not entered into any additional material contracts other than in the ordinary course of business and other than those described in "Item 4. Information on the Company - History and Development of the Company" and "Item 7. - Major Shareholders and Related Party Transactions - B. Related Party Transactions."

D. EXCHANGE CONTROLS

The existing foreign exchange regulations have significantly reduced government foreign exchange controls for transactions under the current account, including trade and service related foreign exchange transactions and payment of dividends. We may undertake current account foreign exchange transactions without prior approval from the SAFE by producing commercial documents evidencing such transactions, provided that they are processed through Chinese banks licensed to engage in foreign exchange transactions. The PRC government has stated publicly that it intends to make the Renminbi freely convertible in the future. However, we cannot predict whether the PRC government will continue its existing foreign exchange policy and when the PRC government will allow free conversion of Renminbi to foreign currency.

Foreign exchange transactions under the capital account, including principal payments in respect of foreign currency-denominated obligations, continue to be subject to significant foreign exchange controls and require the approval of the SAFE. These limitations could affect our ability to obtain foreign exchange through debt or equity financing, or to obtain foreign exchange for capital expenditures.

Since 1994, the conversion of Renminbi into HK and U.S. dollars has been based on rates set by the People's Bank of China, which are set daily based on the previous day's PRC interbank foreign exchange market rate and current exchange rates on the world financial markets. From 1994 to July 20, 2005, the official exchange rate for the conversion of Renminbi to U.S. dollars was generally stable. On July 21, 2005, the PRC government introduced a managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. Since then, the PRC government has made, and may in the future make, further adjustments to the exchange rate system. In April 2012, the PRC government took a milestone step in turning the Renminbi into a global currency by doubling the size of its trading band against the U.S. dollar, pushing through a crucial reform that further liberalizes its financial markets. The PBOC allows the Renminbi to rise or fall 1% from a mid-point every day, effective April 16, 2012, compared with its previous 0.5% limit. The PBOC further allows the Renminbi to rise or fall 2% from a mid-point every day, effective March 17, 2014. The PBOC announces the closing price of a foreign currency traded against the Renminbi in the inter-bank foreign exchange market after the closing of the market on each working day, and makes it the central parity for the trading against the Renminbi on the following working day. Fluctuations in exchange rates may adversely affect the value, translated or converted into U.S. dollars or HK dollars, of our net assets, earnings and any declared dividends. We cannot give any assurance that any future movements in the exchange rate of the Renminbi against the U.S. dollar and other foreign currencies will not adversely affect our results of operations and financial condition.

E. TAXATION

PRC Taxation

The following summary of the material PRC and United States federal income tax provisions relating to the ownership and disposition of H Shares or ADSs held by the investor as capital assets is based upon laws and relevant interpretations thereof in effect as of the date of this annual report, all of which are subject to change, and does not constitute legal or tax advice. This summary does not deal with all possible tax consequences relating to an investment in our ordinary shares, such as the tax consequences under state, local and other tax laws.

Dividends Paid to Individual Investors

According to the PRC Individual Income Tax ("IIT") Law, as amended, dividends and bonus-dividends paid by Chinese listed companies to a domestic individual are ordinarily subject to PRC IIT levied at a flat rate of 20%. According to the "Circular on Issues concerning the Implementation of the Individual Income Tax Policies Pertaining to Dividend Differentiation of Listed Company" issued by the PRC State Administration of Taxation (the "SAT"), the MOF and the CSRC, which becomes effective on January 1, 2013, for shares of listed company acquired through public placement of offerings or on Stock Exchanges that held by any person for one month or less, the full amount of dividend proceeds shall be deemed as taxable income subject to IIT; for shares held for more than one month but less than one year (including one year), only 50% of the dividend proceeds will be accounted into taxable income subject to IIT; and for shares held for more than one year, only 25% of the dividend proceeds will be taxable income subject to IIT. Effective from September 8, 2015, the dividend for shares held for more than one year will not be taxable as long as the record date (i.e., a date on which a listed company determines the stockholders who are entitled to receive a dividend or distribution) is on or after 8 September 2015. For individuals who derive dividends and bonus-dividends from listed companies held for one year or less, listed companies are not required to withhold their IIT when distributing dividends and bonus-dividends on a provisional basis. The IIT shall be withheld when the stocks are alienated by the individuals.

For a foreign individual who is not a resident of China, the receipt of dividends from a foreign-invested company in China is normally not subject to individual income tax, unless otherwise stipulated by tax law or regulations. In 2011, the SAT issued the "Circular on the Issues Concerning the Collection and Administration of Individual Income Tax Following the Repeal of Circular 45 (No. 348)", under which dividend paid by a non-

foreign-invested and PRC incorporated company listed in Hong Kong will generally be subject to a withholding tax of 20%, and to be adjusted pursuant to the arrangement for the avoidance of double taxation signed between the PRC and the country where a foreign individual is a resident.

Dividends Paid to Non-PRC Enterprises

According to the Enterprise Income Tax Law and its implementation rules, which became effective on January 1, 2008, dividends derived from the revenues accumulated from January 1, 2008 and are paid by Chinese companies to non-resident enterprises, which are established under the laws of non-PRC jurisdictions and have no establishment or residence in China or whose dividends from China do not relate to their establishment or residence in China, are ordinarily subject to a Chinese withholding tax levied at a flat rate of 10% unless exempted or reduced pursuant to an applicable double-taxation treaty or other exemptions. Dividends paid by PRC companies to resident enterprises, including enterprises established under the laws of non-PRC jurisdictions but whose "de facto management body" is located in the PRC, are not subject to any PRC tax, unless the dividends are derived from the publicly traded shares which have been held continuously by the resident enterprises for less than twelve months. However, the withholding tax rate could be reduced under an applicable double-taxation treaty.

Tax Treaties

China currently has such treaties with more than one hundred countries and regions, including the following countries:

- * the United States;
- * Australia;
- * Canada;
- * France;
- * Germany;
- * Japan;
- * Malaysia;
- * Singapore;
- * the United Kingdom; and
- * the Netherlands.

Under most treaties, the rate of withholding tax imposed by China's taxation authorities remains 10%. The double taxation treaty between China and the United States provides that China may tax dividends paid by us to an eligible U.S. holder up to 10% of the gross amount received by such person. Under the treaty, an eligible U.S. holder is a person who, by reason of domicile, residence, place or head office, place of incorporation or any other criterion of similar nature is subject to taxation in the United States, as applicable under the treaty's "treaty shopping provisions."

Capital Gains

According to the Enterprise Income Tax Law and its implementation rules, which became effective on January 1, 2008, capital gains realized by foreign enterprises, which are established under the laws of non-PRC jurisdictions and have no establishment or residence in China or whose capital gains from China do not relate to their establishment or residence in China, are ordinarily subject to capital gains tax at the rate of 10%. The capital gains realized by resident enterprises, including enterprises established under the laws of non-PRC jurisdictions but whose "de facto management body" is located in the PRC, upon the sales of overseas-listed shares are subject to the PRC enterprise income tax.

With respect to individual holders of H Shares, the Provisions for Implementation of Individual Income Tax Law of China, as amended, stipulated that income tax on gains realized on the sale of equity shares shall be regulated in separate rules to be drafted by the MOF. On March 30, 1998, the MOF and the SAT jointly issued the "Circular of Taxation Regarding the Continued Exemption of Individual Income Taxes Levied on Income Obtained from the Transfer of Shares", which provided that income derived from the transfer of shares issued by listed companies shall not be taxed as income for the purposes of levying individual income taxes after July 1, 1997.

On October 31, 2014, the SAT issued "Circular on Tax Policies Relating to the Pilot Program of Shanghai-Hong Kong Stock Connect", which provides that any capital gain from transferring stocks listed on the SEHK by a PRC mainland investors will not be subject to tax during the period from November 17, 2014 to November 16, 2017. For mainland enterprises, such capital gains will be included in its income and subject to income tax.

Additional China Tax Considerations

Under the Provisional Regulations of the PRC Concerning the Stamp Duty, a stamp duty is not imposed by China on the transfer of shares, such as the H Shares or ADSs, of Chinese publicly traded companies that take place outside of China.

United States Federal Income Taxation

Each potential investor is strongly urged to consult its own tax advisor to determine the particular United States federal, state, local, treaty and foreign tax consequences of acquiring, owning or disposing of the H Shares or ADSs.

The following summary describes the principal U.S. federal income tax consequences of purchasing, owning and disposing of the H Shares or ADSs. This summary only applies to U.S. holders, as defined below, who hold the H Shares or ADSs as capital assets within the meaning of Section 1221 of

the Internal Revenue Code of 1986 as amended (the "Code"). This discussion does not address all of the tax consequences relating to the purchase, ownership and disposition of the H Shares or ADSs, and does not take into account U.S. holders who may be subject to special rules including:

- financial institutions;
- insurance companies;
- tax-exempt organizations;
- real estate investment trusts, regulated investment companies, grantor trusts;
- persons that have a functional currency other than the U.S. dollar;
- persons that will own H Shares or ADSs through partnerships or other pass-through entities;
- persons that own 10% or more, by vote, of our equity for U.S. federal income tax purposes;
- dealers or traders in securities or currencies;
- certain former citizens or long-term residents of the United States;
- persons that will hold the H Shares or ADSs as a position in a "straddle" or as part of a "hedging", or "conversion" or other risk reduction transaction for U.S. federal income tax purposes;
- persons who receive the H Shares or ADSs as compensation for services;
- "dual resident" corporations;
- persons that generally mark their securities to market for United States federal income tax purposes; or
- persons who are residents of the People's Republic of China or who are subject to Hong Kong profits tax.

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Moreover, this description does not address United States federal estate, gift or alternative minimum taxes, the U.S. federal unearned income Medicare contribution tax, or any foreign state or local tax consequences of the acquisition, ownership and disposition of the H Shares or ADSs. Each U.S. holder should consult its tax advisor with respect to the U.S. federal, state, local and foreign tax consequences of acquiring, owning and disposing of H Shares or ADSs.

This discussion is based on the Code, its legislative history, final, temporary and proposed U.S. Treasury regulations promulgated thereunder, published rulings and court decisions as in effect on the date hereof, all of which are subject to change, or changes in interpretation, possibly with retroactive effect. In addition, this discussion is based in part upon representations of the depositary and the assumption that each obligation in the deposit agreement and any related agreements will be performed according to its terms.

You are a "U.S. holder" if you are a beneficial owner of H Shares or ADSs and, for U.S. federal income tax purposes are:

- an individual citizen or resident of the United States;
- a corporation created or organized under the laws of the United States or any political subdivision thereof;
- an estate the income of which is subject to United States federal income tax without regard to its source; or
- a trust: (i) subject to the primary supervision of a United States court and one or more U.S. persons (within the meaning of the Code) have the authority to control all substantial decisions of the trust; or (ii) that has validly elected to be treated as a United States person under applicable United States Treasury Regulations.

If a partnership (including any entity treated as a partnership for U.S. federal tax purposes) holds H Shares or ADSs, the tax treatment of the partnership and a partner in such partnership will generally depend upon the status of the partner and the activities of the partnership. If an investor is a partner in a partnership that holds H Shares or ADSs, such investor should consult its tax advisor.

In general, if you hold ADRs evidencing H Shares, you will be treated as the owner of the H Shares represented by the ADSs. Exchanges of H Shares for ADRs, and ADRs for H Shares, generally will not be subject to United States federal income tax.

INVESTORS SHOULD CONSULT THEIR TAX ADVISORS AS TO THE PARTICULAR TAX CONSIDERATIONS APPLICABLE TO THEM RELATING TO THE PURCHASE, OWNERSHIP AND DISPOSITION OF THE H SHARES OR ADSs, INCLUDING THE APPLICABILITY OF U.S. FEDERAL, STATE AND LOCAL TAX LAWS OR NON-U.S. TAX LAWS, ANY CHANGES IN APPLICABLE TAX LAWS AND ANY PENDING OR PROPOSED LEGISLATION OR REGULATIONS.

Distributions on the H Shares or ADSs

Subject to the discussions below under "- Passive Foreign Investment Company", the gross amount of any distribution (without reduction for any PRC tax withheld) we make on the H Shares or ADSs will be includible in income as dividend income when the distribution is actually or constructively received by you. Because we do not calculate earnings and profits in accordance with U.S. tax principles, all distributions by us to U.S. holders will generally be treated as dividends. Any dividend will not be eligible for the dividends-received deduction allowed to certain United States corporations in respect of dividends received from U.S. corporations. The amount of any distribution of property other than cash will be the fair market value of such property on the date of such distribution.

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The U.S. dollar amount of dividends received by an individual, trust or estate will be subject to taxation at a maximum rate of 20% if the dividends are "qualified dividends." Dividends paid on H Shares or ADSs will be treated as qualified dividends if (a) certain holding period requirements are satisfied, (b) either (i) we are eligible for the benefits of a comprehensive income tax treaty with the United States that the Internal Revenue Service, or IRS, has approved for the purposes of the qualified dividend rules, or (ii) the dividends are with respect to ADSs readily tradable on a U.S. securities market, and (c) provided that we were not, in the year prior to the year in which the dividend was paid, and are not, in the year in which the dividend is paid, a passive foreign investment company, or PFIC. The Agreement Between the Government of the United States of America and the Government of the People's Republic of China for the Avoidance of Double Taxation and the Prevention of Tax Evasion with Respect to Taxes on Income (the "Treaty") has been approved for the purposes of the qualified dividend rules. We should be considered a qualified foreign corporation with respect to the ADSs because our ADSs are listed on the New York Stock Exchange. Finally, based on our audited financial statements and relevant market data, we believe that we did not satisfy the definition for PFIC status for U.S. federal income tax purposes with respect to our 2015 taxable year. In addition, based on our audited financial statements and our current expectations regarding the value and nature of our assets, the sources and nature of our income, and relevant market data, we do not anticipate becoming a PFIC for our 2016 taxable year or any future year. However, our status in the current year and future years will depend on our income and assets (which for this purpose depends in part on the market value of the H Shares or ADSs) in those years. See the discussion below under "- Passive Foreign Investment Company." Relevant U.S. holders should consult their tax advisors regarding whether such dividends will qualify for the reduced rates provided by the "qualified dividend" rules.

If we make a distribution paid in HK dollars, you will be considered to receive the U.S. dollar value of the distribution determined at the spot HK dollar/U.S. dollar rate on the date such distribution is received actually or constructively by you, regardless of whether you convert the distribution into U.S. dollars. Any gain or loss resulting from currency exchange fluctuations during the period from the date the dividend payment is includible in your income to the date you convert the distribution into U.S. dollars will be treated as ordinary income or loss from U.S. sources. If dividends received in HK dollars are converted into U.S. dollars on the day they are received, the U.S. holder generally will not be required to recognize foreign currency gain or loss in respect of the dividend income.

Dividends paid by us generally will constitute income from sources outside the United States for U.S. foreign tax credit limitation purposes and will be categorized as "passive income" or, in the case of certain U.S. holders, as "general category income" for U.S. foreign tax credit purposes. We may be required to withhold PRC income tax on dividends paid to U.S. holders on the H Shares or ADSs. Subject to various limitations, any PRC tax withheld from distributions in accordance with the Treaty will be deductible or creditable against your U.S. federal income tax liability.

You may not be able to claim a foreign tax credit (and instead may qualify to claim a deduction) for non-U.S. taxes imposed on dividends paid on the H Shares or ADSs if you (i) have held the H Shares or ADSs for less than a specified minimum period during which you are not protected from risk of loss with respect to such shares, or (ii) are obligated to make payments related to the dividends (for example, pursuant to a short sale). The rules relating to the U.S. foreign tax credit are complex and U.S. holders may be subject to various limitations on the amount of foreign tax credits that are available. In addition, if the dividends are taxed as qualified dividend income (as discussed above), the amount of the dividend taken into account for purposes of calculating a U.S. holder's foreign tax credit limitation will generally be limited to the gross amount of the taxable dividend, multiplied by the reduced tax rate applicable to qualified dividend income and divided by the highest tax rate normally applicable to dividends. U.S. holders should consult their own tax advisors regarding the effect of these rules in their particular circumstance.

Sale, Exchange or Other Disposition

Subject to the discussions below under "- Passive Foreign Investment Company", upon a sale, exchange or other disposition of the H Shares or ADSs, you will generally recognize capital gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the U.S. dollar value of the amount realized and your tax basis, determined in U.S. dollars, in such H Shares or ADSs. Generally, gain or loss recognized upon the sale or other disposition of H Shares or ADSs will be capital gain or loss, will be long-term capital gain or loss if the U.S. holder's holding period for such H Shares or ADSs exceeds one year, and will be income or loss from sources within the United States for foreign tax credit limitation purposes. For non-corporate U.S. holders, the United States income tax rate applicable to net long-term capital gain currently will not exceed 20.0%. The deductibility of capital losses is subject to significant limitations.

With respect to the sale or exchange of H Shares or ADSs, the amount realized generally will be the U.S. dollar value of the payment received determined on (i) the date of receipt of payment in the case of a cash basis U.S. holder and (ii) the date of disposition in the case of an accrual basis U.S. holder. If H Shares or ADSs are traded on an "established securities market", a cash basis taxpayer or, if it so elects, an accrual basis taxpayer, will determine the U.S. dollar value of the amount realized by translating the amount received at the spot rate of exchange on the settlement date of the sale. A U.S. holder will have a tax basis in the foreign currency received equal to the U.S. dollar amount realized. Any currency exchange gain or loss realized on a subsequent conversion of the foreign currency into U.S. dollars for a different amount generally will be treated as ordinary income or loss from sources within the United States. However, if such foreign currency is converted into U.S. dollars on the date received by the U.S. holder, a cash basis or electing accrual basis U.S. holder should not recognize any gain or loss on such conversion.

The rules relating to the U.S. foreign tax credit are complex. U.S. holders should consult their own tax advisors regarding the effect of these rules in their particular circumstance. Any gain or loss will generally be United States source gain or loss for foreign tax credit limitation purposes and as a result of the U.S. foreign tax credit limitation, foreign taxes, if any, imposed upon capital gains in respect of H Shares or ADSs may not be currently creditable. Under the Treaty, however, if any PRC tax were to be imposed on any gain from the disposition of H Shares or ADSs, the gain could be treated as PRC source income. U.S. holders are urged to consult their tax advisors regarding the tax consequences if a foreign withholding tax is imposed on a disposition of H Shares or ADSs, including the availability of the foreign tax credit under their particular circumstances.

Passive Foreign Investment Company

A non-U.S. corporation is a PFIC for any taxable year in which, after applying relevant look-through rules with respect to the income and assets of subsidiaries:

- 75% or more of its gross income consists of passive income, such as dividends, interest, rents, royalties, and gains from the sale of assets that give rise to such income; or
- 50% or more of the average quarterly value of its gross assets consists of assets that produce, or are held for the production of, passive income.

Passive income does not include rents and royalties derived from the active conduct of a trade or business. If the stock of a non-U.S. corporation is publicly traded for the taxable year, the asset test is applied using the fair market value of the assets for purposes of measuring such corporation's assets. If we own at least 25% (by value) of the stock of another corporation, we will be treated, for purposes of the PFIC tests, as owning our proportionate share of the other corporation's assets and receiving our proportionate share of the other corporation's income for purposes of the PFIC income and asset tests.

Based on the composition of our assets and income and the current expectations regarding the price of the H Shares and ADSs, we believe that we were not a PFIC for U.S. federal income tax purposes with respect to our 2015 taxable year and we do not intend or anticipate becoming a PFIC for any future taxable year. However, the determination of PFIC status is a factual determination that must be made annually at the close of each taxable year and therefore, there can be no certainty as to our status in this regard until the close of the current or any future taxable year. Changes in the nature of our income or assets or a decrease in the trading price of the H Shares or ADSs may cause us to be considered a PFIC in the current or any subsequent year. If we were a PFIC in any year during a U.S. holder's holding period for the H Shares or ADSs, we would ordinarily continue to be treated as a PFIC for each subsequent year during which the U.S. holder owned the H Shares or ADSs.

If we were a PFIC in any taxable year that you held the H Shares or ADSs, you generally would be subject to special rules with respect to "excess distributions" made by us on the H Shares or ADSs and with respect to gain from your disposition of the H Shares or ADSs. An "excess distribution" generally is defined as the excess of the distributions you receive with respect to the H Shares or ADSs in any taxable year over 125% of the average annual distributions you have received from us during the shorter of the three preceding years, or your holding period for the H Shares or ADSs. Generally, you would be required to allocate any excess distribution or gain from the disposition of the H Shares or ADSs ratably over your holding period for the H Shares or ADSs. The portion of the excess distribution or gain allocated to a prior taxable year, other than a year prior to the first year in which we became a PFIC, would be taxed at the highest U.S. federal income tax rate in effect for such taxable year, and you would be subject to an interest charge on the resulting tax liability, determined as if the tax liability had been due with respect to such particular taxable years. The portion of the excess distribution or gain that is not allocated to prior taxable years, together with the portion allocated to the years prior to the first year in which we became a PFIC, would be included in your gross income for the taxable year of the excess distribution or disposition and taxed as ordinary income.

These adverse tax consequences may be mitigated if the U.S. holder is eligible to and does elect to annually mark-to-market the H Shares or ADSs. If a U.S. holder makes a mark-to-market election, such holder will generally include as ordinary income the excess, if any, of the fair market value of the H Shares or ADSs at the end of each taxable year over its adjusted basis, and will be permitted an ordinary loss in respect of the excess, if any, of the adjusted basis of the H Shares or ADSs over their fair market value at the end of the taxable year (but only to the extent of the net amount of income previously included in income as a result of the mark-to-market election). Any gain recognized on the sale or other disposition of the H Shares or ADSs will be treated as ordinary income. The mark-to-market election is available only for "marketable stock," which is stock that is traded in other than de minimis quantities on at least 15 days during each calendar quarter on a qualified exchange or other market, as defined in the applicable Treasury regulations. The H Shares or ADSs may qualify as "marketable stock" because the ADSs are listed on the New York Stock Exchange.

A U.S. holder's adjusted tax basis in the H Shares or ADSs will be increased by the amount of any income inclusion and decreased by the amount of any deductions under the mark-to-market rules. If a U.S. holder makes a mark-to-market election it will be effective for the taxable year for which the election is made and all subsequent taxable years unless the H Shares or ADSs are no longer regularly traded on a qualified exchange or the IRS consents to the revocation of the election. U.S. holders are urged to consult their tax advisors about the availability of the mark-to-market election, and whether making the election would be advisable in their particular circumstances. However, the stock of any of our subsidiaries that were PFICs would not be eligible for the mark-to-market election.

Alternatively, a timely election to treat us as a qualified electing fund could be made to avoid the foregoing rules with respect to excess distributions and dispositions. You should be aware, however, that if we become a PFIC, we do not intend to satisfy the record keeping requirements that would permit you to make a qualified electing fund election.

If we were regarded as a PFIC, a U.S. holder of H Shares or ADSs generally would be required to file an information return on IRS Form 8621 for any year in which the holder received a direct or indirect distribution with respect to the H Shares or ADSs, recognized gain on a direct or indirect disposition of the H Shares or ADSs, or made an election with respect to the H Shares or ADSs, reporting distributions received and gains realized with respect to the H Shares or ADSs. In addition, pursuant to recently enacted legislation, if we were regarded as a PFIC, a U.S. holder would be required to file an annual information return (also on IRS Form 8621) relating to the holder's ownership of the shares or ADSs. This requirement would be in addition to other reporting requirements applicable to ownership in a PFIC.

U.S. holders should consult their tax advisors concerning the U.S. federal income tax consequences of holding the H Shares or ADSs if we were considered to be a PFIC.

Backup Withholding and Information Reporting

In general, information reporting requirements will apply to dividends in respect of the H Shares or ADSs or the proceeds of the sale, exchange, or redemption of the H Shares or ADSs paid within the United States, and in some cases, outside of the United States, other than to various exempt recipients, including corporations. In addition, you may, under some circumstances, be subject to "backup withholding" with respect to dividends paid on the H Shares or ADSs or the proceeds of any sale, exchange or transfer of the H Shares or ADSs, unless you

- are a corporation or fall within various other exempt categories, and, when required, demonstrate this fact; or
- provide a correct taxpayer identification number on a properly completed IRS Form W-9 or a substitute form, certify that you are exempt from backup withholding and otherwise comply with applicable requirements of the backup withholding rules; or
- provide a properly completed IRS Form W-8BEN, certifying your status as a non-US holder.

Any amount withheld under the backup withholding rules generally will be creditable against your U.S. federal income tax liability or may be refunded to the extent they exceed such liability provided that you furnish the required information to the IRS in a timely manner.

Certain U.S. Holders may be required to report information with respect to such holder's interest in "specified foreign financial assets" (as defined in Section 6038D of the Code), including stock of a non-U.S. corporation that is not held in an account maintained by certain financial institutions, if the aggregate value of all such assets exceeds certain dollar thresholds. Persons who are required to report specified foreign financial assets and fail to do so may be subject to substantial penalties. U.S. Holders are urged to consult their own tax advisers regarding the foreign financial asset reporting obligations and their possible application to the holding of H Shares or ADSs.

Hong Kong Taxation

The following discussion summarizes the material Hong Kong tax provisions relating to the ownership of H Shares or ADSs held by you.

Dividends

Under current Hong Kong Inland Revenue Department practice, no Hong Kong tax is payable by the recipient in respect of dividends paid by us.

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Taxation of Capital Gains

Hong Kong profits tax is currently charged at a flat rate of 16.5% for corporations and 15% for individuals.

No Hong Kong tax is imposed on capital gains arising from the sale of property (such as H Shares) acquired and held as a capital investment. However, if a person carries on a business in Hong Kong that includes trading and dealing in securities, and derives trading gains from such activities or from other Hong Kong sources, Hong Kong profits tax will be payable. Gains from sales of H Shares effected on the Hong Kong Stock Exchange are considered to be from a Hong Kong source for this purpose. The source of gains from off exchange transactions is less clear and, generally, will depend on whether the purchase and sale contracts were negotiated and, in substance, concluded in Hong Kong. In addition, exemption from profits tax is available for certain classes of taxpayers, notably non-Hong Kong residents who do not otherwise carry on business in Hong Kong, subject to compliance with various other requirements.

The Hong Kong tax position with respect to gains from the disposal of ADSs is similar. However, no Hong Kong tax will apply on trading gains arising from the sale of ADSs where the purchase and sale were effected on the NYSE.

Hong Kong Stamp Duty

Hong Kong stamp duty is payable by each of the seller and the purchaser for every sold note and every bought note created for every sale and purchase of the H Shares. Stamp duty is charged at the total rate of 0.2% of the value of the H Shares transferred (the buyer and seller each paying half of such stamp duty). In addition, a fixed duty of HK\$5 is currently payable on an instrument of transfer of H Shares. If one of the parties to a sale is a non-resident of Hong Kong and does not pay the required stamp duty, the unpaid stamp duty will be assessed on the instrument of transfer (if any), and the transferee will be liable for the full payment of such amount.

If the withdrawal of H Shares when ADSs are surrendered or the issuance of ADSs when H Shares are deposited results in a change of beneficial ownership in the H Shares under Hong Kong law, Hong Kong stamp duty at the rate described above for sale and purchase transaction will apply. The issuance of ADSs for deposited H Shares issued directly to the depository or for the account of the depository should not lead to a Hong Kong stamp duty liability. Holders of the ADSs are not liable for the Hong Kong stamp duty on transfers of ADSs outside of Hong Kong so long as the transfers do not result in a change of beneficial interest in the H Shares under Hong Kong law.

F. DIVIDENDS AND PAYING AGENTS

Not applicable

G. STATEMENT BY EXPERTS

Not applicable

H. DOCUMENTS ON DISPLAY

We are subject to the periodic reporting and other informational requirements of the Exchange Act. Under the Exchange Act, we are required to file reports and other information with the SEC. Specifically, we are required to file an annual report under Form 20-F no later than four months after the close of each of our fiscal years, which is December 31, for fiscal years ended after December 15, 2011. Copies of reports and other information, when so filed, may be inspected without charge and may be obtained at prescribed rates at the SEC's public reference room located at 100 F Street, NE, Washington, D.C. 20549. The public may obtain information regarding the Washington, D.C. Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website at www.sec.gov that contains reports and other information regarding registrants that make electronic filings with the SEC using its EDGAR filing system. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of quarterly reports and proxy statements, and officers, directors and principal shareholders of ours are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act.

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I. SUBSIDIARY INFORMATION

Not applicable

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK SHARE CAPITAL

We are exposed to various types of market risks, including credit risk relating to financial assets and changes in foreign exchange rates, interest rates and the prices of alumina and primary aluminum, in the normal course of business.

We borrow short-term, medium-term and long-term funds, including variable rate debts, principally denominated in Renminbi. We hedge a limited amount of our sales through the trade of futures contracts on the SHFE and LME. Our hedging activities are subject to policies approved by our senior management. Substantially all of the financial instruments we hold are for purposes other than trading.

The following discussion, which contains "forward-looking statements" that involve risks and uncertainties, summarize our market-sensitive financial instruments. Such discussions address markets risk only and do not present other risks, which we face in the normal course of business.

Credit Risk

Credit risk arises from balances with banks and financial institutions, short-term investments, trade and notes receivables, other current and non-current receivables as well as credit exposures of customers, including outstanding receivables and committed transactions. We also provide financial guarantees to certain subsidiaries, a joint venture and a third party entity. The carrying amounts of these receivables and amounts of financial guarantees represent our maximum exposure to credit risk in relation to our financial assets and guarantees.

We maintain a significant majority of our bank balances and cash and short-term investments in several major state-owned banks in the PRC. The directors are of the opinion that these assets are not exposed to significant credit risk.

With regard to receivables, the marketing department assesses the credit quality of the customers and related parties, taking into account their financial positions, past experience and other factors. We perform periodic credit evaluations of our customers and believe that adequate provisions for impairment of receivables have been made in the financial statements. Management does not expect any further losses from non-performance by these counterparties.

For the year ended December 31, 2015, revenues of approximately RMB31,818 million are derived from entities directly or indirectly owned or controlled by the PRC government including Chinalco. There were no other individual customers from whom we have derived revenue of more than 10% of our revenue during the year ended December 31, 2013, 2014 and 2015. Thus, the Directors are of the opinion that we were not exposed to any significant concentration of credit risk as at December 31, 2013, 2014 and 2015.

Foreign Exchange Rate Risk

We conduct our business primarily in Renminbi, which is our functional and reporting currency. We convert a portion of our Renminbi revenues into other currencies to meet foreign currency obligations and to pay for imported equipment and materials.

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Many foreign currency exchange transactions involving Renminbi, including foreign exchange transactions under our capital account, are subject to foreign exchange controls and require the approval of the SAFE. Actions taken by the PRC government could cause future exchange rates to vary significantly from current or historical exchange rates. On July 21, 2005, the People's Bank of China announced a reform of its exchange rate system. Under the reform, the RMB is no longer effectively linked to the U.S. dollar but instead is allowed to fluctuate within a narrow and managed band against a basket of foreign currencies, according to market demand and supply conditions. In April 2012, the PRC government took a milestone step in turning the Renminbi into a global currency by doubling the size of its trading band against the U.S. dollar, pushing through a crucial reform that further liberalizes its financial markets. The People's Bank of China allows the Renminbi to rise or fall 1% from a mid-point every day, effective on April 16, 2012, compared with its previous 0.5% limit. The People's Bank of China allows the Renminbi to rise or fall 2% from a mid-point every day, effective on March 17, 2014, compared with its previous 1% limit. Any appreciation of the Renminbi will increase the prices of our export sales denominated in foreign currencies and reduce the Renminbi equivalent value of our trade and notes receivable denominated in foreign currencies, which may adversely affect our financial condition and results of operations. Our financial condition and operating performance may also be affected by changes in the value of currencies other than Renminbi in which our earnings and obligations are denominated.

Our bank balances and cash on hand as of December 31, 2015 amounted to RMB22,487.9 million, including Renminbi balances and foreign currency deposits of U.S. dollar, HK dollar, Euro, Australian dollar and Indonesian Rupiah, which translated into RMB1,492.8 million, RMB3.0 million, RMB0.8 million, RMB2.5 million and RMB1.8 million, respectively. Most of our sales are domestic and as such we have a limited amount of foreign currency denominated trade and notes receivable. As of December 31, 2015, we had foreign currency denominated loans with principal amount of RMB23 million in Japanese Yen and RMB3,711 million in U.S. dollars. In addition, as of December 31, 2015, our trade and notes receivables denominated in U.S. dollars amounted to RMB1,451 million.

As at December 31, 2015, if RMB had appreciated/weakened by 5% against USD with all other variables held constant, the comprehensive income for the year would have been approximately RMB177 million lower/higher, mainly as a result of foreign exchange gains and losses arising from translation of USD-denominated borrowings and receivables. Profit was less sensitive to the fluctuation in the RMB/USD exchange rates in 2015 than in 2014 and 2013, mainly due to the decrease in the USD denominated cash and receivables.

As the assets and liabilities denominated in other foreign currencies other than USD were minimal relative to our total assets and liabilities, our directors are of the opinion that our Group was not exposed to any significant foreign currency risk arising from these foreign currency denominated assets and liabilities as of December 31, 2014 and 2015.

Interest Rate Risk

As of December 31, 2015, as our Group had no significant interest-bearing assets except for bank deposits, entrusted loans, receivables arising from disposal of subsidiaries, business and assets and a prepayment paid to a supplier, our Group's income and operating cash flows are substantially independent of changes in market interest rates.

Most of our bank deposits are maintained in savings and time deposit accounts in the PRC. The interest rates are regulated by the People's Bank of China and the Group Treasury closely monitors the fluctuation on such rates periodically. The interest rates of entrusted loans and a deposit paid to a supplier are fixed, the interest rate of the receivables from disposal of subsidiaries, business and assets to Chinalco is at the rate of one-year bank loan determined by People's Bank of China at the payment date and the interest rate of the receivables from disposal of an entity to a subsidiary of Chinalco is LIBOR plus 0.9%. As the interest rates applied to the deposits and receivables from disposal of subsidiaries, business and assets were relatively low and the interest rates applied to the entrusted loans and a prepayment paid to a supplier were fixed, our directors are of the opinion that our Group was not exposed to any significant interest rate risk for its financial assets held as of December 31, 2014 and 2015.

The interest rate risk for our Group's financial liabilities primarily arises from interest-bearing loans. Loans borrowed at floating interest rates expose us to cash flow interest rate risk. We enter into debt obligations to support general corporate purposes including capital expenditures and working capital needs. Our Group treasury closely monitors market interest rates and maintains a balance between variable rate and fixed rate borrowings in order to reduce the exposures to the interest rate risk described above.

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As of December 31, 2015, if interest rates had been 100 basis points higher/lower for bank and other loans borrowed at floating interest rates with all other variables held constant, net profit for the year would have been RMB503 million lower/higher, respectively, mainly as a result of the higher/lower interest expense on floating rate borrowings.

Commodity Price Risk

We are exposed to fluctuations in the prices of alumina, primary aluminum and other products. We import a portion of our alumina supply from suppliers outside China. Such purchases are made at market prices. In addition, all our sales of alumina, primary aluminum and other products are made at market prices. Therefore, fluctuations in the prices of alumina and primary aluminum have a significant effect on our operating performances.

We use mainly futures contracts and option contracts traded on the Shanghai Futures Exchange and London Metal Exchange to hedge against fluctuations in primary aluminum prices. We use the futures contract for hedging other than speculation. As of December 31, 2015, the fair value of outstanding future contracts amounting to RMB2 million and RMB11 million was recognized in financial assets and liabilities at fair value through profit or loss, respectively. As of December 31, 2015, the fair value of outstanding option contracts in the amount of RMB151 million was recognized in financial liabilities at fair value through profit or loss.

The fair value of futures contracts are based on quoted market prices. As of December 31, 2014 and 2015, our position in futures contracts was as follows:

	As of December 31, 2014				As of December 31, 2015			
	Tonnes	Contract Value	Market Value	Maturity	Tonnes	Contract Value	Market Value	Maturity
	<i>(RMB in thousands)</i>				<i>(RMB in thousands)</i>			
Futures Contracts:								
Primary aluminum								
- Short	121,860	1,703,565	1,571,999	February-March 2015	229,535	2,470,025	2,513,938	January to June 2016
- Long	44,535	600,762	591,871	January-May 2015	51,850	532,285	568,353	January to March 2016
Zinc								
- Short	460	7,700	7,672	January-May 2015	800	9,884	10,732	February 2016
- Long	1,000	16,444	16,723	January-May 2015	1,275	16,863	17,116	February to May 2016
Copper								
- Short	-	-	-	-	2,525	92,433	92,756	January to February 2016
- Long	8,900	384,072	379,780	January-March 2015	425	15,513	15,615	January 2016
Lead								
- Short	25	340	308	January 2015	-	-	-	-
Coal								
- Short	52,000	51,148	51,996	September 2015	-	-	-	-
- Long	90,000	68,568	67,140	January to May 2015	-	-	-	-

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Liquidity risk

We monitor rolling forecasts of our liquidity requirements to ensure we have sufficient cash to meet operational needs while maintaining sufficient headroom on our undrawn committed borrowing facilities at all times so that we do not breach borrowing limits or covenants (where applicable) on any of our borrowing facilities. Such forecast takes into consideration of our debt financing plans, covenant compliance, compliance with internal balance sheet ratio targets and, if applicable, external regulatory or legal requirements. Our management also monitors rolling forecasts of our liquidity reserve on the basis of expected cash flows.

As of December 31, 2015, we had total banking facilities of approximately RMB138,392 million, of which RMB67,620 million had been utilized and unutilized banking facilities amounted to RMB70,772 million as of December 31, 2015, among which, banking facilities of approximately RMB63,877 million will be subject to renewal during the next 12 months from January 1, 2016. Our directors are confident that all banking facilities could be renewed upon their expiration based on our past experience with banks and our good credit standing. In addition, as of December 31, 2015, we had credit facilities through our futures agent at LME amounting to US\$120 million, of which approximately US\$58 million has been utilized. The futures agent has the right to adjust the related credit facilities.

The following table sets forth the maturity profile of our financial liabilities as of December 31, 2015:

	Within 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total
	<i>(RMB in millions)</i>				
Finance lease payable, including current portion	1,815,657	1,803,103	3,751,049	-	7,369,809
Long-term bank and other loans, including current portion	4,602,511	4,865,485	13,785,703	9,113,934	32,367,633
Long-term bonds	-	2,000,000	-	-	2,000,000
Medium-term notes and bonds, including current portion	6,900,000	6,400,000	12,500,000	-	25,800,000
Short-term bonds	6,600,000	-	-	-	6,600,000
Short-term bank and other loans	34,749,287	-	-	-	34,749,287
Interest payables for borrowings	5,489,314	2,057,931	3,110,273	5,156,622	15,814,140
Financial liabilities at fair value through profit or loss	161,700	-	-	-	161,700
Financial liabilities included in other payables and accrued liabilities, excluding accrued interest	7,712,263	-	-	-	7,712,263
Financial liabilities included in other non-current liabilities	-	150,251	437,129	385,975	973,355

Trade and notes payables	14,506,138	-	-	-	14,506,138
	<u>82,536,870</u>	<u>17,276,770</u>	<u>33,584,154</u>	<u>14,656,531</u>	<u>148,054,325</u>

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

A. DEBT SECURITIES

Not applicable.

B. WARRANTS AND RIGHTS

Not applicable.

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C. OTHER SECURITIES

Not applicable.

D. AMERICAN DEPOSITARY SHARES

The following table summarizes the fees and charges that a holder of our ADSs may have to pay, directly or indirectly, in connection with the ownership of Chalco's American Depositary Receipts.

Persons depositing or withdrawing shares must pay:

\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)\$.02 (or less) per ADS

For:

- * Issuance of ADSs, including issuances resulting from a distribution of shares or rights or other property
- * Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates
- * Any cash distribution to ADS registered holders

A fee equivalent to the fee that would be payable if securities distributed to you had Distribution of securities distributed to holders of deposited securities

\$.02 (or less) per ADS per calendar year Registration or transfer fees

- * Depository services
- * Transfer and registration of shares on our share register to or from the name of the depository or its agent when you deposit or withdraw shares

Expenses of the depository

- * Cable, telex and facsimile transmissions (when expressly provided in the deposit agreement)
- * Converting foreign currency to U.S. dollars

Taxes and other governmental charges the depository or the custodian have to pay on any ADS or share underlying an ADS, for example, stock transfer taxes, stamp duty or withholding taxes

- * As necessary

Any charges incurred by the depository or its agents for servicing the deposited securities

- * As necessary

The Bank of New York Mellon, as depository, has agreed to reimburse certain expenses related to the administration and maintenance of our ADR program and incurred by us in connection with the program. From January 1, 2015 to December 31, 2015, we received from the depository reimbursements of USD73,606.6 for our continuing annual stock exchange listing fees and our expenses incurred in connection with investor relationship programs. The depository has also agreed to waive certain standard out-of-pocket administrative, maintenance and shareholder services expenses related to our ADR program. From January 1, 2015 to December 31, 2015, the total amount of the fees that were waived was USD130,036.1.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

Our management, with the participation of our principal executive officer and principal financial officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15(d)-15(e) of the Exchange Act) as of the end of the period covered by this annual report, have concluded that, as of such date, our disclosure controls and procedures were effective.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of a company's assets, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the consolidated financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision of and with the participation of the principal executive officer and principal financial officer, our management conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2015 based on the framework in Internal Control.

Integrated Framework (2013 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission in May 2013. Based on our evaluation under the framework in Internal Control-Integrated Framework (2013 Framework) issued by the Committee of Sponsoring Organizations of the Treadway Commission, our management concluded that, as of December 31, 2015, our internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRSs.

The effectiveness of our internal controls over financial reporting as of December 31, 2015 has been audited by Ernst & Young Hua Ming LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Changes in Internal Control over Financial Reporting

During 2015, there have been no material changes in our internal control over financial reporting that occurred during the fiscal year covered by this annual report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our audit committee members are Ms. Chen Lijie, Mr. Hu Shihai and Mr. Lie-A-Cheong Tai Chong, David. Our Board has determined that Mr. Lie-A-Cheong Tai Chong, David, the chairman of the audit committee, qualifies as an "audit committee financial expert" as defined in Item 16A of Form 20-F and is the financial expert serving on our audit committee. See "Item 6. Directors, Senior Management and Employees."

ITEM 16B. CODE OF ETHICS

We have adopted a code of ethics that applies to our chief executive officer, chief financial officer, other directors, independent non-executive directors, senior management and employees. We have posted our code of ethics on our website: www.chalco.com.cn. A hard copy of this code of ethics is available to investors free of charge upon written request to the address on the cover of this annual report on Form 20-F.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Ernst & Young and Ernst & Young Hua Ming LLP served as our independent auditor for the fiscal year ended December 31, 2014 and 2015, respectively. A description of the fees billed to us by Ernst & Young and Young and Ernst & Young Hua Ming LLP for professional services in each of the last two fiscal years is set forth below:

	Year ended December 31	
	2014	2015
	<i>(RMB in thousands)</i>	
Audit fee ⁽¹⁾ and audit-related fees ⁽²⁾	22,210	22,944

(1) "Audit fee" represents fee obtained from annual audit work charged by Ernst & Young and Ernst & Young Hua Ming LLP for year ended December 31, 2014 and 2015, respectively.

(2) "Audit-related fees" represent aggregate fees charged by Ernst & Young and Ernst & Young Hua Ming LLP for permissible professional services rendered in connection with assisting the Company to transition from COSO 1992 Internal Control Framework to COSO 2013 Internal Control Framework, issuance of USD senior perpetual securities for year ended December 31, 2014, and issuance of subsequent letter for additional issuance of A Shares according to the requirement of CSRC, as well as auditors' letter for calculation accuracy of profit forecast of Shanxi Huaxing used in its circular for disposal.

Our audit committees pre-approves all audit and audit-related services and tax advisory services performed by our principal accountants, Ernst & Young and Ernst & Young Hua Ming LLP, for the years ended December 31, 2014 and 2015, respectively.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASE OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURASERS

We do not have an equity securities repurchase program and did not repurchase any of our equity securities during the year ended December 31, 2015.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Effective from December 29, 2015, we have engaged Ernst & Young Hua Ming LLP as the Company's independent registered public accounting firm, and dismiss Ernst & Young. The change of the Company's independent registered public accounting firm was resolved by our Board of Directors as recommended by our audit committee on November 13, 2015, and approved by our shareholders at the annual general meeting on December 29, 2015. The decision was not made due to any disagreements with Ernst & Young.

Ernst & Young's audit reports on our consolidated financial statements as of December 31, 2014 and 2013 and for each of the two years ended December 31, 2014 and 2013 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. The audit report of Ernst & Young on the effectiveness of the Company's internal control over financial reporting as of December 31, 2014 did not contain an adverse opinion, nor was it qualified or modified.

During each of the years ended December 31, 2014 and 2013 and the subsequent interim period through December 28, 2015, there were (i) no disagreements between the Company and Ernst & Young on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, any of which, if not resolved to Ernst & Young's satisfaction, would have caused Ernst & Young to make reference thereto in their reports, and (ii) no "reportable events" requiring disclosure pursuant to Item 16F(a)(1)(v) of the instructions to Form 20-F in connection with the Company's annual report on Form 20-F.

The Company provided Ernst & Young with a copy of the disclosures it is making in this annual report on Form 20-F and requested from Ernst & Young a letter addressed to the Securities and Exchange Commission indicating whether it agrees with such disclosures. A copy of Ernst & Young's letter dated April 15, 2016 is attached as Exhibit 15.1.

During each of the two years ended December 31, 2014 and 2013 and the subsequent interim period through December 28, 2015, we have not consulted with Ernst & Young Hua Ming LLP regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that Ernst & Young Hua Ming LLP concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue, (ii) any matter that was the subject of a disagreement pursuant to Item 16F(a)(1)(iv) of the instructions to Form 20-F, or (iii) any "reportable event" as described in pursuant to Item 16F(a)(1)(v) of the instructions to Form 20-F.

ITEM 16G. CORPORATE GOVERNANCE

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The NYSE has imposed a series of corporate governance listing standards for companies listed on the NYSE in Section 303A of its listing rules. However, the NYSE provides that listed companies that are foreign private issuers, subject to certain limitations and conditions, are permitted to follow "home country" practice in lieu of the provisions of Section 303A of the NYSE Listed Company Manual. As a foreign issuers listed on the NYSE, we are required to disclose a summary of the significant differences between our domestic corporate governance rules and NYSE corporate governance rules that apply to U.S. domestic issuers.

	NYSE Listed Company Manual Requirements on Corporate Governance	Our Practice
Majority of independent directors	NYSE requires that the board of a listed company must comprise a majority of independent directors. There is no identical corporate governance requirement in the PRC. PRC securities regulatory authorities require that the board of a listed company shall comprise at least one-third of independent directors.	Our Board currently comprises three independent directors and six non-independent directors which is in compliance with the requirement by the PRC securities regulatory authorities.
Compensation Committee	NYSE requires U.S. domestic issuers to have a compensation committee composed entirely of independent directors. As a foreign private issuer, we are not subject to such requirement.	We have a remuneration committee that consists of two independent directors and a non-independent director.
Nominating Committee	NYSE requires U.S. domestic issuers to have only independent directors on their nominating committees. As a foreign private issuer, we are not subject to such requirement.	We have a nominating committee that consists of a non-independent director and three independent directors.
Corporate governance committee	NYSE requires a listed company to establish a corporate governance committee which comprises entirely of independent directors. The corporate governance committee shall be co-established with the nomination committee and have a written charter. The corporate	Like most of the other companies incorporated in the PRC, we believe that corporate governance measures are of critical importance and should be implemented by the Board. We accordingly do not separately maintain a corporate governance committee.

governance committee is responsible (i) for recommending to the board accordingly do not separately maintain a set of corporate governance guidelines applicable to the corporation; and (ii) supervising the operation of the board and the management. The corporate governance committee shall also be subject to evaluation annually. There is no identical corporate governance requirement in the PRC.

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ITEM 16H. MINE SAFETY DISCLOSURE

As of the date of this annual report, we did not own or operate any mine in the United States. For details of the mining safety control of our bauxite mines in China, see "Item 4. Information on the Company - B. Business Overview - Raw Materials - Alumina - Own Mines."

PART III

ITEM 17. FINANCIAL STATEMENTS

We have elected to provide the financial statements and related information specified in Item 18 in lieu of Item 17.

ITEM 18. FINANCIAL STATEMENTS

The audited Consolidated Financial Statements as required under Item 18 are attached hereto starting on page F-1 of this Form 20-F.

ITEM 19. EXHIBITS

Exhibit Number	Description
1.1*	English translation of Articles of Association of Aluminum Corporation of China Limited
2.1	Registrant's Specimen American Depositary Receipt (incorporated by reference to Exhibit 2.1 of our annual report on Form 20-F/A (file No. 001-15264) filed with the Securities and Exchange Commission on October 9, 2012)
2.2	Registrant's Specimen Certificate for H Shares (incorporated by reference to Exhibit 2.2 of our annual report on Form 20-F/A (file No. 001-15264) filed with the Securities and Exchange Commission on October 9, 2012)
2.3	Deposit Agreement among the Registrant, The Bank of New York, as depositary, and Owners and Beneficial Owners of the American Depositary Receipts (incorporated by reference to Exhibit 2.3 of our annual report on Form 20-F/A (file No. 001-15264) filed with the Securities and Exchange Commission on October 9, 2012)
4.1	English translation of Form of Employment Contract (incorporated by reference to Exhibit 4.1 of our annual report on Form 20-F/A (file No. 001-15264) filed with the Securities and Exchange Commission on October 9, 2012)
8.1*	List of Subsidiaries of Aluminum Corporation of China Limited as of December 31, 2015
12.1*	Certification by the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
12.2*	Certification by the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
13.1*	Certification by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2*	Certification by the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1*	Letter from Ernst & Young

* Filed with this annual report on Form 20-F

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on this Form 20-F on its behalf.

ALUMINUM CORPORATION OF CHINA LIMITED

By: /s/ YU Dehui
Name: YU Dehui
Title: Chairman of the Board
Date: April 15, 2016

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Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements

The Board of Directors and Shareholders of Aluminum Corporation of China Limited
(Incorporated in the People's Republic of China with limited liability)

We have audited the accompanying consolidated statements of financial position of Aluminum Corporation of China Limited and its subsidiaries (the "Group") as of December 31, 2015, and the related consolidated statements of comprehensive income, statements of changes in equity and statements of cash flows for the year ended December 31, 2015. These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States) and International Standards on Auditing. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group at December 31, 2015, and the consolidated results of their operations and their cash flows for the year ended December 31, 2015, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Aluminum Corporation of China Limited's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated April 15, 2016 expressed an unqualified opinion thereon.

/s/Ernst & Young Hua Ming LLP

Beijing, People's Republic of China
April 15, 2016



Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting

The Board of Directors and Shareholders of Aluminum Corporation of China Limited
(Incorporated in the People's Republic of China with limited liability)

We have audited Aluminum Corporation of China Limited's internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the "COSO criteria"). Aluminum Corporation of China Limited's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying "Management's Report on Internal Control over Financial Reporting". Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Aluminum Corporation of China Limited maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the COSO criteria.

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Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting (Continued)

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) and International Standards on Auditing, the consolidated statements of financial position of Aluminum Corporation of China Limited as of December 31, 2015, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the year ended December 31, 2015 of Aluminum Corporation of China Limited and our report dated April 15, 2016 expressed an unqualified opinion thereon.

/s/Ernst & Young Hua Ming LLP

Beijing, People's Republic of China
April 15, 2016

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Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements

The Board of Directors and Shareholders of Aluminum Corporation of China Limited
(Incorporated in the People's Republic of China with limited liability)

We have audited the accompanying consolidated statements of financial position of Aluminum Corporation of China Limited and its subsidiaries (the "Group") as of December 31, 2014, and the consolidated statements of comprehensive income, statements of changes in equity and statements of cash flows for the two years ended December 31, 2014. These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States) and International Standards on Auditing. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group at December 31, 2014, and the consolidated results of their operations and their cash flows for the two years ended December 31, 2014, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

/s/Ernst & Young

Hong Kong

April 15, 2015, except for the effects of business combination under common control as discussed in Note 2, as to which the date is April 15, 2016.

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ALUMINUM CORPORATION OF CHINA LIMITED
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As of December 31, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

		December 31, 2014	December 31, 2015	
	Notes	RMB'000	RMB'000	USD'000
ASSETS				
Non-current assets				
Intangible assets	6	10,980,098	10,439,015	1,611,506
Property, plant and equipment	7	94,119,984	89,874,746	13,874,270
Land use rights and leasehold land	8	3,274,428	2,707,584	417,979
Investments in joint ventures	9(a)	2,525,747	5,150,887	795,160
Investments in associates	9(b)	4,840,968	5,602,701	864,908
Available-for-sale financial investments	10	74,850	130,440	20,136
Deferred tax assets	11	952,057	1,362,995	210,410
Other non-current assets	12	12,479,204	9,831,705	1,517,754
Total non-current assets		<u>129,247,336</u>	<u>125,100,073</u>	<u>19,312,123</u>
Current assets				
Inventories	13	22,543,346	20,177,028	3,114,796
Trade and notes receivables	14	5,332,534	5,151,039	795,183
Other current assets	15	13,031,700	15,847,333	2,446,407
Financial assets at fair value through profit or loss	37.1/37.2	120,901	2,058	318
Available-for-sale financial investments	10	4,635,600	224,820	34,706
Restricted cash and time deposits	16	1,663,590	1,734,739	267,798
Cash and cash equivalents	16	16,268,600	20,753,136	3,203,732
		63,596,271	63,890,153	9,862,940
Assets of a disposal group classified as held for sale	17	-	200,187	30,904
Non-current assets held for sale	17	-	78,838	12,170
Total current assets		<u>63,596,271</u>	<u>64,169,178</u>	<u>9,906,014</u>
Total assets		<u>192,843,607</u>	<u>189,269,251</u>	<u>29,218,137</u>

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ALUMINUM CORPORATION OF CHINA LIMITED
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Continued)

As of December 31, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

December 31, 2014 **December 31, 2015**

	Notes	RMB'000	RMB'000	USD'000
EQUITY AND LIABILITIES				
EQUITY				
Equity attributable to owners of the parent				
Share capital	18	13,524,488	14,903,798	2,300,750
Other reserves	19	19,640,292	28,613,357	4,417,141
Accumulated losses				
- proposed final dividend for the year	34	-	-	-
- others		(4,864,089)	(4,677,058)	(722,013)
		28,300,691	38,840,097	5,995,878
Non-controlling interests		11,353,155	11,457,339	1,768,708
Total equity		39,653,846	50,297,436	7,764,586
LIABILITIES				
Non-current liabilities				
Interest-bearing loans and borrowings	20	44,769,211	53,725,670	8,293,814
Other non-current liabilities	22	2,937,087	3,302,659	509,843
Deferred tax liabilities	11	1,061,265	1,006,155	155,324
Total non-current liabilities		48,767,563	58,034,484	8,958,981

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ALUMINUM CORPORATION OF CHINA LIMITED
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (Continued)
As of December 31, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

	Notes	December 31, 2014 RMB'000	December 31, 2015 RMB'000	USD'000
EQUITY AND LIABILITIES				
LIABILITIES				
Current liabilities				
Trade and notes payables	24	15,751,262	14,506,138	2,239,362
Other payables and accrued liabilities	23	13,203,174	11,779,410	1,818,428
Financial liabilities at fair value through profit or loss	37.1/37.2	29,384	161,700	24,962
Income tax payable		79,420	43,356	6,693
Interest-bearing loans and borrowings	20	75,358,958	54,422,862	8,401,442
		104,422,198	80,913,466	12,490,887
Liabilities of a disposal group classified as held for sale	17	-	23,865	3,683
Total current liabilities		104,422,198	80,937,331	12,494,570
Total liabilities		153,189,761	138,971,815	21,453,551
Total equity and liabilities		192,843,607	189,269,251	29,218,137
Net current liabilities		40,825,927	16,768,153	2,588,556
Total assets less current liabilities		88,421,409	108,331,920	16,723,567

The accompanying notes are an integral part of these financial statements.

Yu De Hui
Director

Zhang Zhan Kui
Chief Financial Officer

ALUMINUM CORPORATION OF CHINA LIMITED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2013, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

	Notes	2013	2014	2015	
		RMB'000	RMB'000	RMB'000	USD'000
Continuing Operations					
Revenue	4	169,693,800	141,999,830	123,445,872	19,056,759
Cost of sales		<u>(166,895,282)</u>	<u>(141,328,954)</u>	<u>(120,927,088)</u>	<u>(18,667,926)</u>
Gross profit		2,798,518	670,876	2,518,784	388,833
Selling and distribution expenses	27(a)	(1,873,180)	(1,763,031)	(1,775,254)	(274,052)
General and administrative expenses	27(b)	(2,953,232)	(4,838,387)	(2,334,071)	(360,318)
Research and development expenses		(193,620)	(293,766)	(168,869)	(26,069)
Impairment loss on property, plant and equipment	7	(501,159)	(5,679,521)	(10,011)	(1,545)
Government grants	28(a)	805,882	823,986	1,768,926	273,075
Other gains, net	28(b)	7,399,252	356,935	5,023,600	775,510
Finance income	29	616,576	1,047,607	812,084	125,364
Finance costs	29	(5,864,481)	(6,730,597)	(5,949,665)	(918,470)
Share of profits and losses of:					
Joint ventures	9(a)	148,749	89,510	23,238	3,587
Associates	9(b)	<u>511,869</u>	<u>350,575</u>	<u>284,531</u>	<u>43,924</u>
Profit/(loss) before income tax from continuing operations		895,174	(15,965,813)	193,293	29,839
Income tax (expense)/benefit from continuing operations	32	<u>(339,551)</u>	<u>(1,074,910)</u>	<u>230,420</u>	<u>35,571</u>
Profit/(loss) for the year from continuing operations		555,623	(17,040,723)	423,713	65,410
Discontinued Operation					
Profit/(loss) for the year from discontinued operation		<u>207,144</u>	<u>-</u>	<u>-</u>	<u>-</u>
Profit/(loss) for the year		<u>762,767</u>	<u>(17,040,723)</u>	<u>423,713</u>	<u>65,410</u>

ALUMINUM CORPORATION OF CHINA LIMITED
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Continued)

For the years ended December 31, 2013, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

	Notes	2013	2014	2015	
		RMB'000	RMB'000	RMB'000	USD'000
Profit/(loss) attributable to:					
Owners of the parent		987,179	(16,208,170)	206,319	31,850
Non-controlling interests		<u>(224,412)</u>	<u>(832,553)</u>	<u>217,394</u>	<u>33,560</u>
		<u>762,767</u>	<u>(17,040,723)</u>	<u>423,713</u>	<u>65,410</u>
Profit/(loss) attributable to owners of the parent arising from:					
Continuing Operations		751,266	(16,208,170)	206,319	31,850
Discontinued Operation		<u>235,913</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>987,179</u>	<u>(16,208,170)</u>	<u>206,319</u>	<u>31,850</u>
Other comprehensive income, net of tax:					
Other comprehensive income to be reclassified to profit or loss in subsequent periods:					
Gain on available-for-sale financial assets		-	-	57,940	8,944

Share of other comprehensive income of an associate	-	-	4,658	719
Exchange differences on translation of foreign operations	(234,019)	64,102	499,837	77,162
Net other comprehensive income to be reclassified to profit or loss in subsequent periods	(234,019)	64,102	562,435	86,825
Total other comprehensive income, net of tax	(234,019)	64,102	562,435	86,825
Total comprehensive income/(loss) for the year	528,748	(16,976,621)	986,148	152,235
Total comprehensive income/(loss) for the year attributable to:				
Owners of the parent	753,160	(16,144,068)	768,754	118,675
Non-controlling interests	(224,412)	(832,553)	217,394	33,560
	528,748	(16,976,621)	986,148	152,235
Basic and diluted earnings/(loss) per share attributable to ordinary equity holders of the parent <i>(expressed in RMB per share)</i>				
From continuing operation	33	0.05	(1.20)	0.01
From discontinued operation	33	0.02	-	-
		0.07	(1.20)	0.01

Details of the dividends payable and proposed for the year are disclosed in note 34 to the consolidated financial statements.

The accompanying notes are an integral part of these consolidated financial statements.

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ALUMINUM CORPORATION OF CHINA LIMITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2013, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

	Attributable to owners of the parent									
	Capital reserves			Statutory surplus reserve	Special reserve	Foreign currency translation reserve	Retained earnings	Total	Non-controlling interests	Total Equity
Share capital	Share premium	Other capital reserves	RMB'000							
At January 1, 2013	13,524,488	13,097,117	890,741	5,867,557	92,193	(17,382)	10,353,049	43,807,763	9,963,387	53,771,150
Add: Retained earnings adjustment due to business combinations under common control	-	-	-	-	-	-	4,361	4,361	-	4,361
At January 1, 2013	13,524,488	13,097,117	890,741	5,867,557	92,193	(17,382)	10,357,410	43,812,124	9,963,387	53,775,511
Profit/(loss) for the year	-	-	-	-	-	-	987,179	987,179	(224,412)	762,767
Other comprehensive loss for the year:										
Exchange differences on translation of foreign operations	-	-	-	-	-	(234,019)	-	(234,019)	-	(234,019)
Total comprehensive (loss)/income for the year	-	-	-	-	-	(234,019)	987,179	753,160	(224,412)	528,748
Release of deferred government subsidies	-	-	11,800	-	-	-	-	11,800	-	11,800
Acquisition of subsidiaries	-	-	-	-	-	-	-	-	3,801,887	3,801,887
Disposal of discontinued operation	-	-	-	-	-	-	-	-	(324,539)	(324,539)
Disposal and deemed disposal of subsidiaries	-	965	(257,529)	-	(49)	-	(508)	(257,121)	(6,170,474)	(6,427,595)
Issuance of senior perpetual securities, net of issuance costs	-	-	-	-	-	-	-	-	2,122,605	2,122,605
Capital injection from non-controlling shareholders	-	-	-	-	-	-	-	-	193,908	193,908
Other appropriation	-	-	-	-	38,220	-	-	38,220	(732)	37,488
Share of reserves of a joint venture and associates	-	-	-	-	15,836	-	-	15,836	9,084	24,920
Dividends paid by subsidiaries to non-controlling shareholders relating to 2012	-	-	-	-	-	-	-	-	(26,320)	(26,320)
At December 31, 2013	13,524,488	13,098,082	645,012	5,867,557	146,200	(251,401)	11,344,081	44,374,019	9,344,394	53,718,413

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ALUMINUM CORPORATION OF CHINA LIMITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY *(Continued)*

For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

	Attributable to owners of the parent									
	Capital reserves							Total	Non-controlling interests	Total Equity
	Share capital	Share premium	Other capital reserves	Statutory surplus reserve	Special reserve	Foreign currency translation reserve	Retained earnings/ (accumulated losses)			
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
At January 1, 2014	13,524,488	13,098,082	645,012	5,867,557	146,200	(251,401)	11,327,787	44,357,725	9,344,394	53,702,119
Add: Retained earnings adjustment due to business combinations under common control	-	-	-	-	-	-	16,294	16,294	-	16,294
At January 1, 2014	13,524,488	13,098,082	645,012	5,867,557	146,200	(251,401)	11,344,081	44,374,019	9,344,394	53,718,413
Loss for the year	-	-	-	-	-	-	(16,208,170)	(16,208,170)	(832,553)	(17,040,723)
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	-	-	-	64,102	-	64,102	-	64,102
Total comprehensive loss for the year	-	-	-	-	-	64,102	(16,208,170)	(16,144,068)	(832,553)	(16,976,621)
Release of deferred government subsidies	-	-	20,000	-	-	-	-	20,000	-	20,000
Disposal of a subsidiary	-	-	-	-	-	-	-	-	(950)	(950)
Issuance of senior perpetual securities, net of issuance costs	-	-	-	-	-	-	-	-	2,461,813	2,461,813
Capital injection from non-controlling shareholders	-	-	-	-	-	-	-	-	694,957	694,957
Increase of equity interest in a subsidiary	-	-	24,061	-	-	-	-	24,061	(24,061)	-
Other appropriation	-	-	-	-	33,404	-	-	33,404	32,046	65,450
Share of reserves of a joint venture and associates	-	-	-	-	8,254	-	-	8,254	-	8,254
Share of change in an associate due to passive equity dilution	-	-	(14,979)	-	-	-	-	(14,979)	-	(14,979)
Senior perpetual securities' distribution	-	-	-	-	-	-	-	-	(224,241)	(224,241)
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	(98,250)	(98,250)
At December 31, 2014	13,524,488	13,098,082	674,094	5,867,557	187,858	(187,299)	(4,864,089)	28,300,691	11,353,155	39,653,846

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	Attributable to owners of the parent													
	Capital reserves							Gain on available-for-sale financial assets	Other equity instruments	Foreign currency translation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	Share capital	Share premium	Other capital reserves	Statutory surplus reserve	Special reserve	Statutory surplus reserve	Statutory surplus reserve							
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
At January 1, 2015	13,524,488	13,098,082	674,094	5,867,557	187,858	-	-	(187,299)	(4,889,093)	28,275,687	11,353,155	39,628,842		
Add: Retained earnings adjustment due to business combination under common control	-	-	-	-	-	-	-	-	25,004	25,004	-	25,004		
At January 1, 2015	13,524,488	13,098,082	674,094	5,867,557	187,858	-	-	(187,299)	(4,864,089)	28,300,691	11,353,155	39,653,846		
Profit for the year	-	-	-	-	-	-	-	-	206,319	206,319	217,394	423,713		
Other comprehensive income for the year	-	-	-	-	-	57,940	-	-	-	57,940	-	57,940		
Gain on available-for-sale financial assets	-	-	-	-	-	57,940	-	-	-	57,940	-	57,940		
Share of other comprehensive income of an associate	-	-	-	-	-	4,658	-	-	-	4,658	-	4,658		
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	499,837	-	499,837	-	499,837		
Total comprehensive income for the year	-	-	-	-	-	62,598	-	499,837	206,319	768,754	217,394	986,148		
Issuance of A shares (note 18)	1,379,310	6,518,162	-	-	-	-	-	-	-	7,897,472	-	7,897,472		
Business combination under common control (note 39)	-	(37,662)	-	-	-	-	-	-	-	(37,662)	-	(37,662)		
Disposal of subsidiaries (note 40)	-	-	-	-	(5,405)	-	-	-	-	(5,405)	5,686	281		
Issuance of perpetual medium-term notes (note 41)	-	-	-	-	-	-	2,000,000	-	-	2,000,000	-	2,000,000		
Capital injection from non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	261,000	261,000		
Other appropriation	-	-	-	-	(81,682)	-	-	-	-	(81,682)	(16,277)	(97,959)		
Share of reserves of joint ventures and associates	-	-	-	-	11,878	-	-	-	-	11,878	-	11,878		
Partial disposal of Jiaozuo Wangfang	-	-	-	-	(13,949)	-	-	-	-	(13,949)	-	(13,949)		
Dividends paid by subsidiaries to non-controlling shareholders	-	-	-	-	-	-	-	-	-	-	(65,853)	(65,853)		
Other equity instruments' distribution	-	-	-	-	-	-	19,288	-	(19,288)	-	(297,766)	(297,766)		
At December 31, 2015	14,903,798	19,578,582	674,094	5,867,557	98,700	62,598	2,019,288	312,538	(4,677,058)	38,840,097	11,457,339	50,297,436		

The accompanying notes are an integral part of these consolidated financial statements.

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ALUMINUM CORPORATION OF CHINA LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

2013 2014 2015

	Notes	RMB'000	RMB'000	RMB'000	USD'000
Net cash flows from operating activities	35	8,281,407	13,818,759	7,231,450	1,116,344
Investing activities					
Purchases of intangible assets		(527,409)	(106,077)	(34,610)	(5,343)
Purchases of property, plant and equipment		(8,486,568)	(8,038,327)	(8,689,820)	(1,341,477)
Purchases of land use rights and leasehold land		(32,546)	(295,506)	(139,624)	(21,554)
Proceeds from disposal of property, plant and equipment		489,893	219,490	805,764	124,389
Proceeds from disposal of intangible assets		-	11,637	-	-
Proceeds from disposal of a joint venture and associates		264,474	7,993	1,857,993	286,825
Proceeds from disposal of land use rights	8	-	-	554,554	85,608
Acquisitions of subsidiaries, net of cash acquired		392,678	-	(30,000)	(4,631)
Disposal of Jiaozuo Wanfang, net of cash disposed of		(190,786)	-	-	-
Proceeds from disposal of subsidiaries and Alumina Production Line of Guizhou Branch of the Company		1,931,770	3,639,193	1,568,950	242,204
Interest received from unpaid disposal proceeds		-	654,028	389,758	60,168
Proceeds from disposal of Chalco Iron Ore, net of cash disposed of		(8,545)	2,801,901	2,680,288	413,765
Disposal of Shanxi Huaxing, net of cash disposed of		-	-	590,650	91,181
Disposal of Ningxia Photovoltaic subsidiaries, net of cash disposed of		-	-	(189)	(29)
Investments in joint ventures	9(a)	(180,800)	-	(10,263)	(1,584)
Investments in associates	9(b)	(1,660,485)	(67,358)	(1,365,230)	(210,755)
Prepaid equity investment		-	-	(150,000)	(23,156)
Proceeds from disposal of available-for-sale equity investments, net		5,500	6,899	-	-
Proceeds from (purchases)/disposal of financial products		-	(4,635,600)	4,410,780	680,907
Investment income from short-term investments	28(b)	18,746	71,023	38,469	5,939
Dividends received		38,390	58,929	320,857	49,532
Interest received from loans and borrowings and others		54,742	155,922	14,639	2,260
Decrease/(increase) in restricted cash		15,679	(4,000)	8,500	1,312
Proceeds/(Payment) from settlement of futures, options and forward foreign exchange contracts, net		176,106	181,768	(680,685)	(105,080)
Payment for acquisition of a subsidiary acquired in prior year		-	(36,958)	-	-
Loans to related parties	36	(1,145,341)	(764,000)	(140,000)	(21,612)
Loans repaid by related parties		1,217,780	972,139	111,000	17,135
Loan to a third party		(196,000)	(68,439)	-	-
Deposit for investment projects		(79,961)	-	-	-
Assets related government grants received		295,254	392,499	840,769	129,790
Others		(78,640)	(78,494)	-	-
Net cash flows (used in)/from investing activities		(7,686,069)	(4,921,338)	2,952,550	455,794

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ALUMINUM CORPORATION OF CHINA LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

	Notes	2013 RMB'000	2014 RMB'000	2015 RMB'000	USD'000
Financing activities					
Instalment payment of bonds issuance expenses		(34,500)	-	-	-
Proceeds from issuance of short-term bonds and medium-term notes, net of issuance costs		22,936,141	34,892,986	20,988,166	3,240,015
Proceeds from issuance of senior perpetual securities, net of issuance costs		2,122,605	2,461,813	2,000,000	308,747
Repayments of short-term bonds and medium-term notes		(24,500,000)	(26,700,000)	(32,000,000)	(4,939,949)
Senior perpetual securities' distribution paid		-	(224,241)	(297,766)	(45,967)
Drawdown of short-term and long-term loans		98,315,684	60,417,625	55,456,234	8,560,967
Receipt from loan deposits		365,400	-	-	-
Repayments of short-term and long-term loans		(90,666,022)	(70,276,842)	(59,196,790)	(9,138,410)
Proceeds from government subsidies		14,001	25,000	-	-
Proceeds from finance lease, net of deposit and transaction costs		-	1,768,840	5,607,694	865,679
Finance lease instalment paid		-	(390,433)	(468,381)	(72,306)
Proceeds from issuance of A shares, net of issuance cost		-	-	7,897,472	1,219,160
Capital injection from non-controlling interests		193,908	694,957	261,000	40,291
Dividends paid by subsidiaries to non-controlling shareholders		(70,363)	(19,273)	(20,045)	(3,094)
Interest paid		(6,951,442)	(6,763,197)	(6,041,814)	(932,695)
Others		2,928	96,314	-	-

Net cash flows from/(used in) financing activities		<u>1,728,340</u>	<u>(4,016,451)</u>	<u>(5,814,230)</u>	<u>(897,562)</u>
Net increase in cash and cash equivalents		2,323,678	4,880,970	4,369,770	674,576
Cash and cash equivalents at beginning of year		9,063,593	11,381,695	16,268,600	2,511,439
Effect of foreign exchange rate changes, net		<u>(5,576)</u>	<u>5,935</u>	<u>114,766</u>	<u>17,717</u>
Cash and cash equivalents at December 31	16	<u>11,381,695</u>	<u>16,268,600</u>	<u>20,753,136</u>	<u>3,203,732</u>

The accompanying notes are an integral part of these consolidated financial statements.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2013, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

1. GENERAL INFORMATION

Aluminum Corporation of China Limited (the "Company") (中國鋁業股份有限公司) and its subsidiaries (together the "Group") are principally engaged in the manufacture and distribution of alumina, primary aluminum and energy products. The Group is also engaged in the development of bauxite related resources, the production, fabrication and distribution of bauxite, carbon and relevant non-ferrous metal products and the trading and logistics and transport services of non-ferrous metal products and coal products.

The Company is a joint stock company which is domiciled and was established on September 10, 2001 in the People's Republic of China (the "PRC") with limited liability. The address of its registered office is No. 62 North Xizhimen Street, Haidian District, Beijing, the PRC.

The Company's shares have been listed on the Main Board of the Hong Kong Stock Exchange and the New York Stock Exchange since 2001. The Company also listed its A shares on the Shanghai Stock Exchange in 2007.

In the opinion of the directors, the ultimate holding company and parent of the Company is Aluminum Corporation of China ("Chinalco") (中國鋁業公司), a company incorporated and domiciled in the PRC and wholly owned by the State-owned Assets Supervision and Administration Commission of the State Council.

Information about subsidiaries

As at December 31, 2015, particulars of the Company's principal subsidiaries are as follows:

Name	Place of registration and business	Registered capital	Principal activities	Percentage of equity attributable to the Company	
				Direct	Indirect
Baotou Aluminum Co., Ltd. ("Baotou Aluminum") (包頭鋁業有限公司)	PRC/Mainland of China	1,668,980	Manufacture and distribution of primary aluminum, aluminum alloy and related fabricated products and carbon products	100%	-
China Aluminum International Trading Co., Ltd. ("Chalco International Trading") (中鋁國際貿易有限公司)	PRC/Mainland of China	1,731,111	Import and export activities	100%	-
Shanxi Huasheng Aluminum Co., Ltd. (山西華聖鋁業有限公司)	PRC/Mainland of China	1,000,000	Manufacture and distribution of primary aluminum, aluminum alloy and carbon-related products	51%	-
Shanxi Huaze Aluminum and Power Co., Ltd. (山西華澤鋁電有限公司)	PRC/Mainland of China	1,500,000	Manufacture and distribution of primary aluminum and anode carbon products and electricity generation and supply	60%	-

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the years ended December 31, 2013, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

1. GENERAL INFORMATION (Continued)

Information about subsidiaries (Continued)

Name	Place of registration and business	Registered capital	Principal activities	Percentage of equity attributable to the Company	
				Direct	Indirect
Fushun Aluminum Co., Ltd. (撫順鋁業有限公司)	PRC/Mainland of China	1,430,000	Aluminum smelting, manufacture and distribution of nonferrous metals	100%	-
Zunyi Aluminum Co., Ltd. (遵義鋁業股份有限公司)	PRC/Mainland of China	802,620	Manufacture and distribution of primary aluminum	62.10%	-
Chalco Zunyi Alumina Co., Ltd. (中國鋁業遵義氧化鋁有限公司)	PRC/Mainland of China	1,400,000	Manufacture and distribution of alumina	73.28%	-
Shandong Huayu Alloy Materials Co., Ltd. ("Shandong Huayu") (山東華宇合金材料有限公司)	PRC/Mainland of China	1,627,697	Manufacture and distribution of primary aluminum and aluminum alloy	55%	-
Gansu Hualu Aluminum Co., Ltd. ("Gansu Hualu") (甘肅華鋁鋁業有限公司)	PRC/Mainland of China	529,240	Manufacture and distribution of primary aluminum	51%	-
Chalco Hong Kong Ltd. ("Chalco Hong Kong") (中國鋁業香港有限公司)	Hong Kong	HKD849,940 in thousand	Overseas investments and alumina import and export activities	100%	-
Chalco Mining Co., Ltd. (中鋁礦業有限公司)	PRC/Mainland of China	760,000	Manufacture, acquisition and distribution of bauxite mines, limestone ore, aluminum magnesium ore and related non-ferrous metal products	100%	-
Gansu Huayang Mining Development Co., Ltd. (甘肅華陽礦業開發有限責任公司)	PRC/Mainland of China	16,670	Manufacture and distribution of coal and other mineral products	70%	-
Chalco Energy Co., Ltd. (中鋁能源有限公司)	PRC/Mainland of China	819,993	Thermoelectric supply and investment management	100%	-
China Aluminum Ningxia Energy Group Co., Ltd. ("Ningxia Energy") (中鋁寧夏能源集團)	PRC/Mainland of China	5,025,800	Thermal power, wind power and solar power generation, coal mining, and power related equipment manufacturing	70.82%	-

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

1. GENERAL INFORMATION (Continued)

Information about subsidiaries (Continued)

Name	Place of registration and business	Registered capital	Principal activities	Percentage of equity attributable to the Company	
				Direct	Indirect
Guizhou Huajin Aluminum Co., Ltd. (貴州華錦鋁業有限公司)	PRC/Mainland of China	1,000,000	Manufacture and distribution of alumina	60%	-
Chalco Hong Kong Investment Company Limited	Hong Kong	USD1	Bond issue	-	100%
Yinxing Energy	PRC/Mainland of China	541,633	Operation of wind power, Design, manufacture and distribution	-	52.91%

				of wind power and solar power equipment		
Chalco Zhengzhou Research Institute of Non-ferrous Metal Co., Ltd. (中國鋁業鄭州有色金屬研究院有限公司)	PRC/Mainland of China	200,000	Research and development services		100.00%	-
Chalco Shandong Co., Ltd. ("Chalco Shandong") (中鋁山東有限公司)	PRC/Mainland of China	2,500,000	Manufacture and distribution of alumina		100.00%	-
Guangxi Investment Co., Ltd. ("Guangxi Investment") (中鋁廣西投資有限責任公司)	PRC/Mainland of China	10,000	Investment management		100.00%	-
Chalco Zhongzhou Aluminum Co., Ltd. (中鋁中州鋁業有限公司)	PRC/Mainland of China	3,200,000	Manufacture and distribution of alumina		100.00%	-
Shanxi Aluminum China Resources Co., Ltd. (山西中鋁華潤有限公司)	PRC/Mainland of China	200,000	Manufacture and distribution of primary aluminum		50.00%	-
China Aluminum Logistics Group Corporation Co., Ltd. (中鋁物流集團有限公司)	PRC/Mainland of China	50,000	Logistic transportation		81.87%	18.13%

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB"). They have been prepared on a historical cost basis, except for available-for-sale financial investments and financial assets and liabilities at fair value through profit or loss which have been measured at fair value. Disposal groups held for sale are stated at the lower of their carrying amounts and fair values less costs to sell.

These financial statements are presented in thousands of Chinese Renminbi ("RMB") unless otherwise stated.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

Going concern

As at December 31, 2015, the Group's current liabilities exceeded its current assets by approximately RMB16,768 million (December 31, 2014: RMB40,826 million). The directors of the Company have considered the Group's available sources of funds as follows:

- * The Group's expected net cash inflows from operating activities in 2016;
- * Unused banking facilities of approximately RMB70,772 million as at December 31, 2015, of which amounts totaling RMB63,877 million will be subject to renewal during the next 12 months. The directors of the Company are confident that these banking facilities could be renewed upon expiration based on the Group's past experience and good credit standing; and
- * Other available sources of financing from banks and other financial institutions given the Group's credit history.

The directors of the Company believe that the Group has adequate resources to continue operation for the foreseeable future of not less than 12 months from the approval date of these financial statements. The directors of the Company therefore are of the opinion that it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

Consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries for the year ended December 31, 2015. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- * Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- * Exposure, or rights, to variable returns from its involvement with the investee; and
- * The ability to use its power over the investee to affect its returns.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

Consolidation *(Continued)*

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- * The contractual arrangement with the other vote holders of the investee;
- * Rights arising from other contractual arrangements; and
- * The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

Consolidation *(Continued)*

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- * Derecognizes the assets (including goodwill) and liabilities of the subsidiary;
- * Derecognizes the carrying amount of any non-controlling interests;
- * Derecognizes the cumulative translation differences recorded in equity;
- * Recognizes the fair value of the consideration received;
- * Recognizes the fair value of any investment retained;
- * Recognizes any surplus or deficit in profit or loss; and

- * Reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

(a) **Merger accounting for business combinations under common control**

The consolidated financial statements incorporate the financial statements of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are combined using the existing book values from the controlling parties' perspective. No amount is recognized in consideration for goodwill or excess of the acquirers' interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of the common control combination, to the extent of the continuation of the controlling party's interest.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the years ended December 31, 2013, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

Consolidation *(Continued)*

(a) **Merger accounting for business combinations under common control** *(Continued)*

The consolidated statement of comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under common control, where this is a shorter period, regardless of the date of the common control combination.

The comparative financial data have been revised to reflect the business combination under common control incurred during the year as disclosed in note 39.

Transaction costs, including professional fees, registration fees, costs of furnishing information to shareholders, costs or losses incurred in combining operations of the previously separate businesses etc., incurred in relation to the common control combination that is to be accounted for by using merger accounting are recognized as expenses in the period in which they are incurred.

(b) **Acquisition method of accounting for other business combinations**

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the Group, other than common control combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the recognized amounts of the acquiree's identifiable net assets. The excess of the consideration transferred, the amount recognized for non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in profit or loss.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

For the years ended December 31, 2013, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

Consolidation *(Continued)*

(b) **Acquisition method of accounting for other business combinations** *(Continued)*

If the business combination is achieved in stages through multiple transactions, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss.

(c) **Subsidiaries**

A subsidiary is an entity, directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognized in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary in the consolidated financial statements to ensure consistency with the policies adopted by the Group.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

Consolidation *(Continued)*

(c) **Subsidiaries** *(Continued)*

In the Company's statement of financial position, as permitted under IFRS 1, the investments in subsidiaries acquired prior to January 1, 2008, being the date of transition to IFRS, are stated at deemed cost as required under the previously adopted accounting standards. Subsidiaries acquired after that date that are not classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are stated at cost less provision for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

When the Company loses control of a subsidiary in multiple arrangements (transactions), which indicate that the multiple arrangements is a single transaction, the multiple arrangements are accounted for as a single transaction.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.1 Basis of preparation *(Continued)*

Discontinued operation

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs when the operation is abandoned.

On June 27, 2013, the Company disposed of all of its equity interests in the following subsidiaries to Chinalco, including (1) 90.03% equity interest in Chalco Henan Aluminum Co., Ltd. (中鋁河南鋁業有限公司) ("Henan Aluminum"); (2) 60% equity interest in Chalco Southwest Aluminum Co., Ltd. (中鋁西南鋁板帶有限公司); (3) 100% equity interest in Chalco Southwest Aluminum Cold Rolling Co., Ltd. (中鋁西南鋁冷連軋板帶有限公司); (4) 56.86% equity interest in Huaxi Aluminum Co., Ltd. (華西鋁業有限責任公司); (5) 93.30% equity interest in Chalco Ruimin Co., Ltd. (中鋁瑞閩鋁板帶有限公司); (6) 100% equity interest in Chalco Qingdao Light Metal Co., Ltd. (中鋁青島輕金屬有限公司) ("Qingdao Light Metal") (collectively as "Aluminum Fabrication Subsidiaries"). Meanwhile, the Company disposed of Northwest Aluminum Fabrication Branch of the Company ("Aluminum Fabrication Branch") to Northwest Aluminum Fabrication Plant, a subsidiary of Chinalco, on June 27, 2013. The above transactions shall be settled in cash. In addition, as an adherent condition of the transfer of the equity interest in Henan Aluminum and Qingdao Light Metal, the Company also transferred the entrusted loans due from Henan Aluminum and Qingdao Light Metal to Chinalco (collectively as "Transferred Loan to Chinalco"), which were completed on June 27, 2013.

The above disposed Aluminum Fabrication Subsidiaries and Aluminum Fabrication Branch form the "Aluminum Fabrication Segment" of the Group. In accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, the Aluminum Fabrication Segment

was classified as a discontinued operation and the operating results of the Aluminum Fabrication Segment has been presented as a discontinued operation in the consolidated statement of comprehensive income for the year ended December 31, 2013.

Details on the discontinued operation are disclosed in Note 5 to the financial statements.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies and disclosures

The accounting policies adopted are consistent with those followed in the preparation of the Group's annual financial statements for the year ended December 31, 2014, except the adoption of the following revised International Financial Reporting Standards ("IFRSs") (which include International Financial Reporting Standards, International Accounting Standards, and Interpretations and amendments) that are effective from January 1, 2015:

- * *Amendments to IAS 19 Defined Benefit Plans: Employee Contributions*
- * *Annual Improvements to IFRSs 2010-2012 Cycle*
- * *Annual Improvements to IFRSs 2011-2013 Cycle*

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies and disclosures (Continued)

The principal effects of adopting these new and revised IFRSs are as follows:

IAS 19 Contributions from employees or third parties to defined benefit plans

The amendments simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary. If the amount of the contributions is independent of the number of years of service, an entity is permitted to recognize such contributions as a reduction of service cost in the period in which the related service is rendered. The amendments have had no impact on the Group as the Group does not have defined benefit plans.

Annual Improvements to IFRSs 2010-2012 Cycle

IFRS 8 Operating Segments: Clarifies that an entity must disclose the judgements made by management in applying the aggregation criteria in IFRS 8, including a brief description of operating segments that have been aggregated and the economic characteristics used to assess whether the segments are similar. The amendments also clarify that a reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker. The amendments have had no impact on the Group.

IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets: Clarifies the treatment of gross carrying amount and accumulated depreciation or amortisation of revalued items of property, plant and equipment and intangible assets. The amendments have had no impact on the Group as the Group does not apply the revaluation model for the measurement of these assets.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies and disclosures (Continued)

Annual Improvements to IFRSs 2010-2012 (Continued)

IAS 24 Related Party Disclosures: Clarifies that a management entity (i.e., an entity that provides key management personnel services) is a related party subject to related party disclosure requirements. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services. The amendment has had no impact on the Group as the Group does not receive any management services from other entities.

IFRS 3 *Business Combinations*: Clarifies that joint arrangements but not joint ventures are outside the scope of IFRS 3 and the scope exception applies only to the accounting in the financial statements of the joint arrangement itself. The amendment is applied prospectively. The amendment has had no impact on the Group as the Company is not a joint arrangement and the Group did not form any joint arrangement during the year.

IFRS 13 *Fair Value Measurement*: Clarifies that the portfolio exception in IFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of IFRS 9 or IAS 39 as applicable. The amendment is applied prospectively from the beginning of the annual period in which IFRS 13 was initially applied. The amendment has had no impact on the Group as the Group does not apply the portfolio exception in IFRS 13.

IAS 40 *Investment Property*: Clarifies that IFRS 3, instead of the description of ancillary services in IAS 40 which differentiates between investment property and owner-occupied property, is used to determine if the transaction is a purchase of an asset or a business combination. The amendment is applied prospectively for acquisitions of investment properties. The amendment has had no impact on the Group as it does not own any investment properties.

In addition, the Company has adopted the amendments to the Listing Rules issued by the Hong Kong Stock Exchange relating to the disclosure of financial information with reference to the Hong Kong Companies Ordinance (Cap. 622) during the current financial year. The main impact to the financial statements is on the presentation and disclosure of certain information in the financial statements.

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective financial reporting standards

The Group has not applied the following new and revised IFRSs that have been issued but are not yet effective, in these financial statements:

<i>IFRS 9</i>	<i>Financial Instruments</i> ²
<i>Amendments to IFRS 10 and IAS 28 (2011)</i>	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ¹
<i>Amendments to IFRS 10 IFRS 12 and IAS 28(2011)</i>	<i>Investment Entities: Applying the Consolidation Exception</i> ¹
<i>Amendments to IFRS 11</i>	<i>Accounting for Acquisitions of Interests in Joint Operations</i> ¹
<i>IFRS 14</i>	<i>Regulatory Deferral Accounts</i> ³
<i>Amendments to IAS 16 and IAS 38</i>	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ¹
<i>IFRS 15</i>	<i>Revenue from Contracts with Customers</i> ²
<i>Amendments to IAS 1</i>	<i>Disclosure Initiative</i> ¹
<i>Amendments to IAS 16 and IAS 41</i>	<i>Agriculture: Bearer Plants</i> ¹
<i>Amendments to IAS 27 (2011)</i>	<i>Equity Method in Separate Financial Statements</i> ¹
<i>Annual Improvements 2012-2014 Cycle</i>	<i>Amendments to a number of IFRSs</i> ¹

¹ Effective for annual periods beginning on or after January 1, 2016

² Effective for annual periods beginning on or after January 1, 2018

³ Effective for an entity that first adopts IFRSs for its annual financial statements beginning on or after January 1, 2016 and therefore is not applicable to the Group

Further information about those IFRSs that are expected to be applicable to the Group is as follows:

IFRS 9 Financial Instruments

In September 2014, the IASB issued the final version of IFRS 9, bringing together all phases of the financial instruments project to replace IAS 39 and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt IFRS 9 from January 1, 2018. The Group is currently assessing the impact of the standard.

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective financial reporting standards (Continued)

Amendments to IFRS 10 and IAS 28 (2011)

The amendments to IFRS 10 and IAS 28 (2011) address an inconsistency between the requirements in IFRS 10 and in IAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full

recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognized in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The Group expects to adopt the amendments from January 1, 2016.

Amendments to IFRS 11

The amendments to IFRS 11 require that an acquirer of an interest in a joint operation in which the activity of the joint operation constitutes a business must apply the relevant principles for business combinations in IFRS 3. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to IFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party. The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on January 1, 2016.

Amendments to IAS 16 and IAS 38

Amendments to IAS 16 and IAS 38 clarify the principle in IAS 16 and IAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortize intangible assets. The amendments are to be applied prospectively. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on January 1, 2016 as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.

ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.3 Issued but not yet effective financial reporting standards *(Continued)*

Amendments to IFRS 15

IFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under IFRSs. In September 2015, the IASB issued an amendment to IFRS 15 regarding a one-year deferral of the mandatory effective date of IFRS 15 to January 1, 2018. The Group expects to adopt IFRS 15 on January 1, 2018 and is currently assessing the impact of IFRS 15 upon adoption.

Amendments to IAS 1

Amendments to IAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:

- (i) the materiality requirements in IAS 1;
- (ii) that specific line items in the statement of comprehensive income and the statement of financial position may be disaggregated;
- (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
- (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of comprehensive income. The Group expects to adopt the amendments from January 1, 2016. The amendments are not expected to have any significant impact on the Group's financial statements.

ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.4 Investments in joint ventures and associates

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates and joint ventures are accounted for using the equity method.

Under the equity method, the investment in an associate or a joint venture is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortized nor individually tested for impairment.

The statement of comprehensive income reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate or joint venture, the Group recognizes its share of any changes, when applicable, in the statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the Group's share of profit or loss of an associate and a joint venture is shown on the face of the statement of comprehensive income outside operating profit and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate or joint venture.

ALUMINUM CORPORATION OF CHINA LIMITED
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.4 Investments in joint ventures and associates *(Continued)*

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, then recognizes the loss as "Share of profit of an associate and a joint venture" in the statement of comprehensive income.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and the proceeds from disposal is recognized in profit or loss.

The Company's investments in associates and joint ventures are classified as non-current assets and are stated at cost less any impairment losses. The results of associates and joint ventures are included in the Company's statement of comprehensive income to the extent of dividends received and receivable.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations.

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-makers, who are responsible for allocating resources and assessing performance of the operating segments, have been identified as the presidents of the Company that make strategic decisions.

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.6 Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:

- (i) has control or joint control over the Group;
- (ii) has a significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.7 Fair value measurement

The Group measures its derivative financial instruments and available-for-sale financial investments at fair value at the end of each reporting period. Also, the fair values of financial instruments measured at amortized cost are disclosed in note 37.

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.7 Fair value measurement *(Continued)*

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- * In the principal market for the asset or liability; or
- * In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Based on quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Based on valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.8 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB, which is the Company's functional currency and the Group's presentation currency.

(b) Currency Translation for Financial Statements Presentation

Translations of amounts from RMB into US\$ for the convenience of the reader have been calculated at the exchange rate of RMB6.4778 per US\$1.00 on December 31, 2015, the last business day in fiscal year 2015, as published on the website of the United States Federal Reserve Board. No representation is made that the RMB amounts could have been, or could be, converted into U.S. dollars at such rate.

(c) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of comprehensive income within "finance costs". All other foreign exchange gains and losses are presented in "other gains, net" in profit or loss.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognized in profit or loss as part of the fair value gain or loss.

(d) Group companies

The results and financial positions of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities in each statement of financial position presented are translated at the closing rates at the end of the reporting period;
- (ii) income and expenses in each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rates at the dates of the transactions); and
- (iii) all resulting exchange differences are recognized in other comprehensive income. Upon disposal of a foreign operation, the other comprehensive income related to the foreign operation is reclassified to profit or loss.

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.8 Foreign currency translation *(Continued)*

(d) Group companies *(Continued)*

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognized in other comprehensive income or profit or loss is also recognized in other comprehensive income or profit or loss, respectively).

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognized in other comprehensive income.

2.9 Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with IFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of comprehensive income in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalized in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognizes such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	8-45 years
Machinery	3-30 years
Transportation facilities	6-10 years
Office and other equipment	3-10 years

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ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Property, plant and equipment (Continued)

The assets' depreciation method, residual values and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period. An item of property, plant and equipment including any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognized in the statement of comprehensive income in the year the asset is derecognized is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress ("CIP") represents buildings under construction, and plant and equipment pending for installation, and is stated at cost less any impairment losses. Cost comprises construction expenditures, other expenditures necessary for the purpose of preparing the CIP for its intended use and those borrowing costs incurred before the asset is ready for its intended use that is eligible for capitalisation. CIP is transferred to property, plant and equipment when the CIP is ready for its intended use.

2.10 Intangible assets

(a) Goodwill

Goodwill arises on the acquisition of subsidiaries, associates and joint ventures and represents the excess of the consideration transferred over the fair value of the Group's share of the net identifiable assets of the acquiree at the date of acquisition.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units, or groups of cash-generating units, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognized immediately as an expense and is not subsequently reversed.

(b) Mining rights and mineral exploration rights

The Group's mineral exploration rights and mining rights relate to coal, bauxite and other mines.

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ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Intangible assets (Continued)

(b) Mining rights and mineral exploration rights (Continued)

(i) Recognition

Mineral exploration rights and mining rights are initially recorded at the cost which includes the acquisition consideration, qualifying exploration and other direct costs. The mineral exploration rights are stated at cost less any impairment, and the mining rights are stated at cost less any amortisation and impairment.

(ii) Reclassification

Mineral exploration rights are converted to mining rights when technical feasibility and commercial viability of extracting a mineral resource are demonstrable. Mineral exploration rights are subject to amortisation when the mineral exploration rights are converted to mining rights and commercial production has commenced.

The Group assesses the stage of each mine under construction to determine when a mine moves into the production stage. The criteria used to assess the start date are determined based on the unique nature of each mine construction project. The Group considers various relevant criteria, such as completion of a reasonable period of testing of the mine and equipment, ability to produce in saleable form (within specifications) and ability to sustain ongoing production to assess when a mine is substantially complete and ready for its intended use.

(iii) Amortisation

Amortisation of bauxite and other mining rights (except for coal mining rights) is provided on a straight-line basis according to the shorter of the expiration date of the mining certificate and the mineable period of natural resources. Estimated mineable periods of the majority of the mining rights range from 3 to 30 years.

Coal mining rights are amortized on a unit-of-production basis over the economically recoverable reserves evaluated based on the reserves estimated in accordance with the standards in the Solid Mineral Resource/Reserve Classification of the PRC (GB/T17766-1999) of the mine concerned.

(iv) Impairment

An impairment review is performed when there are indicators that the carrying amount of the mineral exploration rights and mining rights may exceed their recoverable amounts. To the extent that this occurs, the excess is fully provided as an impairment loss.

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.10 Intangible assets *(Continued)*

(c) Computer software

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives, which do not exceed 10 years. Costs associated with maintaining computer software programmes are recognized as an expense as incurred.

(d) Periodic review of the useful lives and amortisation method

For intangible assets with finite useful lives, the estimated useful lives and amortisation method are reviewed annually at the end of each reporting period and adjusted when necessary.

2.11 Research and development costs

Research and development expenditures are classified as research expenditures and development expenditures according to the nature of the expenditures and whether there is significant uncertainty of development activities transforming to assets.

Research expenditures are recognized in profit or loss for the current period. Development expenditures are recognized as assets when all of the following criteria are met:

- (i) it is technically feasible to complete the asset so that it will be available for use or sale;
- (ii) management intends to complete the asset and intends and has the ability to use or sell it;
- (iii) it can be demonstrated that the asset will generate probable future economic benefits;
- (iv) there are adequate technical, financial and other resources to complete the development of the asset and management has the ability to use or sell the asset; and
- (v) the expenditure attributable to the asset during its development phase can be reliably measured.

Development expenditures that do not meet the criteria above are recorded in profit or loss for the current period as incurred. Development expenditures that have been recorded in profit or loss in previous periods will be not recognized as assets in subsequent periods. Capitalized development expenditures are included in property, plant and equipment and intangible assets as appropriate according to their natures.

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.12 Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (for example goodwill or intangible assets not ready to use), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognized only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of comprehensive income in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognized impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognized for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.13 Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current assets and disposal groups (other than financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortized.

ALUMINUM CORPORATION OF CHINA LIMITED
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.14 Financial assets

(a) Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale financial investments. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by IAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognized in accordance with the policies set out for "Revenue recognition" below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in IAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held

for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognized in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

ALUMINUM CORPORATION OF CHINA LIMITED
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.14 Financial assets *(Continued)*

(a) Classification *(Continued)*

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortized cost using the effective interest rate method less any allowance for impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognized in the statement of profit or loss in finance costs for loans and in other expenses for receivables.

(iii) Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealized gains or losses recognized as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognized, at which time the cumulative gain or loss is recognized in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognized in the statement of profit or loss as other income in accordance with the policies set out for "Revenue recognition" below.

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.14 Financial assets *(Continued)*

(a) Classification *(Continued)*

(iii) Available-for-sale financial investments *(Continued)*

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortized cost and any previous gain or loss on that asset that has been recognized in equity is amortized to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortized cost and the maturity amount is also amortized over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Financial assets (Continued)

(b) Recognition and measurement

All regular purchases and sales of financial assets are recognized on the trade date, that is the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace. Investments are initially recognized at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognized at fair value and transaction costs are expensed in profit or loss. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial investments and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortized cost using the effective interest method.

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Financial assets (Continued)

(c) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Group's consolidated statement of financial position) when:

- * the rights to receive cash flows from the asset have expired; or
- * the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

ALUMINUM CORPORATION OF CHINA LIMITED
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Financial assets (Continued)

(d) Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have

an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortized cost

For financial assets carried at amortized cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognized are not included in a collective assessment of impairment.

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ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Financial assets (Continued)

(d) Impairment of financial assets (Continued)

Financial assets carried at amortized cost (Continued)

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognized in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realized or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognized, the previously recognized impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other expenses in the statement of profit or loss.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognized in the statement of profit or loss, is removed from other comprehensive income and recognized in the statement of profit or loss.

In the case of equity investments classified as available-for-sale financial investments, a significant or prolonged decline in the fair value of the security below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial investments, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in the statement of comprehensive income - is removed from other comprehensive income and recognized in profit or loss. Impairment losses recognized in profit or loss on equity instruments are not reversed through profit or loss.

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ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the years ended December 31, 2013, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Financial assets (Continued)

(d) Impairment of financial assets (Continued)

Available-for-sale financial investments (Continued)

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

In the case of debt instruments classified as available for sale, impairment is assessed based on the same criteria as financial assets carried at amortized cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortized cost and the current fair value, less any impairment loss on that investment previously recognized in profit or loss. Future interest income continues to be accrued based on the reduced carrying amount of the asset and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. Impairment losses on debt instruments are reversed through profit or loss if the subsequent increase in fair value of the instruments can be objectively related to an event occurring after the impairment loss was recognized in profit or loss.

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.15 Financial liabilities

(a) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value plus, in the case of loans and borrowings, directly attributable transaction costs.

The Group's financial liabilities include financial liabilities at fair value through profit or loss and loans and borrowings.

(b) Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, loans and borrowings are subsequently measured at amortized cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the effective interest rate amortisation process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in profit or loss. The net fair value gain or loss recognized in profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the date of initial recognition and only if the criteria of IAS 39 are satisfied.

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.15 Financial liabilities *(Continued)*

(c) Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognized in profit or loss.

2.16 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

2.17 Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risk and interest rate risk, respectively. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

The fair value of commodity purchase contracts that meet the definition of a derivative as defined by IAS 39 is recognized in the statement of profit or loss as cost of sales. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Group's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognized in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

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ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Inventories

Inventories comprise raw materials, work-in-progress, finished goods, spare parts and packaging materials and others, and are stated at the lower of cost and net recoverable amount. Cost is determined using the weighted average method. Work-in-progress and finished goods comprise materials, direct labour and an appropriate proportion of all production overhead expenditure (based on the normal operating capacity). Borrowing costs are excluded.

Provision for impairment of inventories is usually determined by the excess of cost over net recoverable amount and recorded in profit or loss. Net recoverable amounts are determined based on the estimated selling price less estimated conversion costs, selling expenses and related taxes in the ordinary course of business. Provision for or reversal of provision for impairment of inventories is recognized within "cost of sales" in profit or loss.

2.19 Trade and notes receivables and other receivables

Trade and notes receivables and other receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of these receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets.

Trade and notes receivables and other receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

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ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the years ended December 31, 2013, 2014 and 2015

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2.21 Government grants

Government grants are recognized when the Group fulfils the conditions attached to them and there is reasonable assurance that the grant will be received. When the government grant is in the form of monetary assets, it is measured at the actual amount received. When the grant is provided based on a pre-determined rate, it is measured at the fair value of the amount receivable.

Asset-related government grants are recognized when the government document designates that the government grants are used for constructing or forming long-term assets. If the government document is inexplicit, the Group should make a judgement based on the basic conditions to obtain the government grants, and recognizes them as asset-related government grants if the conditions are to construct or to form long-term assets. Otherwise, the government grants should be income-related.

Asset-related government grants are recognized as deferred income and are amortized evenly in profit or loss over the useful lives of the related assets.

Income-related government grants that are used to compensate subsequent related expenses or losses of the Group are recognized as deferred income and recorded in profit or loss when the related expenses or losses are incurred. When the grant used to compensate expenses or losses that were already incurred, they are directly recognized in profit or loss for the current period.

2.22 Trade and notes payables and other payables

Trade and notes payables and other payables are mainly obligations to pay for goods, equipment or services that have been acquired in the ordinary course of business from suppliers and service providers. These payables are classified as current liabilities if they are due within one year or less (or in the normal operating cycle of the business if longer).

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.23 Employee benefits

Employee benefits mainly include salaries, bonuses, allowances and subsidies, pension insurance, social insurance and housing funds, labour union fees, employees' education fees and other expenses related to the employees for their services. The Group recognizes employee benefits as liabilities during the accounting period when employees rendered the services and allocates the related cost of assets and expenses based on different beneficiaries.

(a) Bonus plans

The expected cost of bonus plans is recognized as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

(b) Retirement benefit obligations

The Group primarily pays contributions on a monthly basis to participate in a pension plan organized by the relevant municipal and provincial governments in the PRC. In 2015, the Group made monthly contributions at the rate of 20% (2013: 20%, 2014: 20%) of the qualified employees' salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired employees payable under these plans. The Group has no legal or constructive obligations for further contributions if the fund does not hold sufficient assets to pay all employees the benefit relating to their current and past services.

(c) Other social insurance and housing funds

The Group provides other social insurance and housing funds to the qualified employees in the PRC based on certain percentages of their salaries. These percentages are not to exceed the upper limits of the percentages prescribed by the Ministry of Human Resources and Social Security of the PRC. These benefits are paid to social security organisations and the amounts are expensed as incurred. The Group has no legal or constructive obligations for further contributions if the fund does not hold sufficient assets to pay all employees the benefit relating to their current and past services.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.23 Employee benefits *(Continued)*

(d) Termination benefit obligations and early retirement benefit obligations

Termination and early retirement benefit obligations are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy and/or early retirement in exchange for these benefits. The Group recognizes termination and early retirement benefit obligations when it is demonstrably committed to either: terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal; or providing termination benefits as a result of an offer made to encourage voluntary redundancy and/or early retirement. The specific terms vary among the terminated and early retired employees depending on various factors including position, length of service and district of the employees concerned. Benefits falling due for more than 12 months after the end of the reporting period are discounted to their present values.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the years ended December 31, 2013, 2014 and 2015

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Current and deferred income tax

The income tax expense for the period comprises current and deferred tax. Share of income tax expense of joint ventures and associates are included in "share of profits and loss of joint ventures and associates". Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided using the liability method on all temporary differences at the end of reporting period between tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill; the deferred tax is not accounted for if it arises from the initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the related deferred tax asset is realized or the deferred tax liability is settled.

Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences and the carry forward of unused tax losses can be utilized.

Deferred tax liability is provided for all taxable temporary differences arising on investments in subsidiaries, joint ventures and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

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ALUMINUM CORPORATION OF CHINA LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.25 Perpetual securities

Perpetual securities are classified as equity if they are non-redeemable, or redeemable only at the issuer's option, and any interests and distributions are discretionary. Interests and distributions on perpetual securities classified as equity are recognized as distributions within equity.

2.26 Revenue recognition

The Group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities (see descriptions below).

(a) Sales of goods

Revenue from the sales of goods is recognized when the Group has already transferred the significant risks and rewards of ownership of the goods to the buyers, the Group has retained neither continuing managerial involvement nor control over the goods, it is probable that the economic benefits related to the transaction will flow into the Group, and the revenue and related costs incurred can be measured reliably.

If the Group is acting solely as an agent, amounts billed to customers are offset against the relevant costs, and the related revenue is reported on a net basis.

(b) Rendering of services

The Group provides machinery processing, transportation and packaging services and other services to third party customers. These services are recognized in the period when the related services are provided.

2.27 Interest income

Interest income is recognized using the effective interest method. When a loan or receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flows discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognized using the original effective interest rate.

2.28 Dividend income

Dividend income is recognized when the right to receive payment is established.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

The Group leases certain leasehold lands and property, plant and equipment. Leasehold lands and property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the lease's commencement at the lower of the fair value of the leased leasehold land and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance costs is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases are depreciated over the shorter of the useful life of the asset and the lease term.

Regarding to the sale and lease back agreements, the Group treats the transactions of sale and lease back as finance leases, the difference between the carrying amount and consideration will be deferred and recognized with the depreciation during the useful lives of relevant assets as an adjustment of depreciation expense.

2.30 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.31 Dividend distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's and Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

2.32 Provisions

A provision is recognized when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized as interest expense.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these judgements, assumptions and estimates could result in outcomes that require a material adjustment to the carrying amounts of assets or liabilities affected in future periods.

Judgements

In the process of applying the Group's accounting policies and preparing the Group's consolidated financial statements, management has made the following judgements, apart from those involving estimates, which have the most significant effect on the amounts recognized in the consolidated financial statements.

(a) Going concern

As set out in note 2.1, the ability of the Group to continue operations is dependent upon obtaining the necessary borrowings and generating cash inflows from operating activities in order to generate sufficient cash flows to meet its liabilities as they fall due. In the event that the Group are unable to obtain adequate funding, there is uncertainty as to whether the Group will be able to continue as a going concern. These financial statements do not include any adjustments related to the carrying values and classifications of assets and liabilities that would be necessary should the Group be unable to continue as a going concern.

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ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the years ended December 31, 2013, 2014 and 2015

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3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Judgements (Continued)

(b) Significant influence over an entity in which the Group holds less than 20% of voting rights

As at December 31, 2014 and 2015, the Group owned a 17.246% and 2.46% equity interest of Jiaozuo Wanfang Aluminum Co., Ltd. ("Jiaozuo Wanfang") (焦作萬方鋁業股份有限公司), respectively. The Company considers that it has significant influence over Jiaozuo Wanfang even though it owns less than 20% of the voting rights, on the grounds that the Company can nominate five out of the eleven directors of the board of directors of Jiaozuo Wanfang.

At December 31, 2015, the Group owned a 15% equity interest of Chalco Mineral Resources Co. Ltd. ("Chalco Resources") (中鋁礦產資源有限公司). The Company considers that it has significant influence over Chalco Resources even though it owns less than 20% of the voting rights, on the grounds that the Company can nominate one out of the five directors of the board of directors of Chalco Resources.

At December 31, 2015, the Group owned a 14.62% equity interest of China Rare Earth Co., Ltd. ("China Rare Earth") (中國稀有稀土有限公司). The Company considers that it has significant influence over China Rare Earth even though it owns less than 20% of the voting rights, on the grounds that the Company can nominate one out of the seven directors of the board of directors of China Rare Earth.

Prior to December 31, 2015, the Group owned a 15% equity interest of ABC-CA Fund Management Co., Ltd. ("ABC-CA") (農銀匯理基金管理有限公司). The Company considers that it has significant influence over ABC-CA even though it owns less than 20% of the voting rights, on the grounds that the Company can nominate one out of the nine directors of the board of directors of ABC-CA.

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ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Judgements (Continued)

(c) Entity in which the Group holds more than a majority of voting rights that is not subject to consolidation

In April 2015, Ningxia Energy and Zhejiang Power Group Co., Ltd. ("Zhejiang Power") (浙江省能源集團有限公司) jointly established Ningxia Yinxing Power Co., Ltd. ("Yinxing Power") (寧夏銀星發電有限責任公司). The registered capital of Yinxing Power is RMB800 million, of which Ningxia Energy and Zhejiang Power contributed 51% and 49%, respectively. Ningxia Energy can nominate four out of the seven directors of the board of directors. According to the articles of association of Yinxing Power, it requires more than two-thirds of the votes for passing most of the resolutions of both shareholders' meeting and board of directors. Accordingly, the directors of the Company consider that Ningxia Energy and Zhejiang Energy have joint control over Yinxing Power, which is accounted for as a joint venture.

(d) Lease classification

As disclosed in note 21, the Group has entered into several sales and lease back agreements with third party lease companies and related party lease companies. The Group assessed the terms in the agreements and considered the Group had substantially all the risks and rewards of ownership and treated them as finance leases.

ALUMINUM CORPORATION OF CHINA LIMITED
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3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group's assumptions and estimates are based on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Property, plant and equipment and intangible assets - recoverable amount

In accordance with the Group's accounting policy, each asset or cash-generating unit is evaluated in every reporting period to determine whether there are any indications of impairment. If any such indication exists, an estimate of recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset or cash-generating group of assets is measured at the higher of fair value less costs of disposal and value in use.

Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties.

Value in use is also generally determined as the present value of the estimated future cash flows of those expected to arise from the continued use of the asset in its present form and its eventual disposal. Present values are determined using a risk-adjusted pre-tax discount rate appropriate to the risks inherent in the asset. Future cash flow estimates are based on expected production and sales volumes, commodity prices (considering current and historical prices, price trends and related factors) and operating costs. This policy requires management to make these estimates and assumptions which are subject to risk and uncertainty; hence there is a possibility that changes in circumstances will alter these projections, which may impact on the recoverable amount of the assets. In such circumstances, some or all of the carrying value of the assets may be impaired and the impairment would be charged against profit or loss.

ALUMINUM CORPORATION OF CHINA LIMITED
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3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Estimates and assumptions (Continued)

(b) Property, plant and equipment and intangible assets- estimated useful lives and residual values

The Group's management determines the estimated useful lives and residual values (if applicable) and consequently the related depreciation/amortisation charges for its property, plant and equipment and intangible assets. These estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions, or based on value-in-use calculations or market valuations according to the estimated periods that the Group intends to derive future economic benefits from the use of intangible assets. Management will increase the depreciation/amortisation charge where useful lives are less than previously estimated lives, and it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

Actual economic lives may differ from estimated useful lives and actual residual values may differ from estimated residual values. Periodic review could result in change in depreciable lives and residual values and therefore change in depreciation/amortisation expense in future periods.

(c) Estimated impairment of trade and other receivables and inventories

A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original repayment terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered as indicators that a trade receivable is impaired. The amount of provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to trade and other receivables are discounted if the effect of discounting is material. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognized in the consolidated statement of comprehensive income. When a trade and other receivable is uncollectible, it is written off against the allowance account for trade and other receivables. Subsequent recoveries of amounts previously written off are recognized as income in profit or loss. The impairment is subject to management's assessment at the end of the reporting period, and hence, the provision amount is subject to uncertainty.

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Estimates and assumptions (Continued)

(c) Estimated impairment of trade and other receivables and inventories (Continued)

In accordance with the Group's accounting policy, the Group's management tests whether inventories suffered any impairment based on estimates of the net recoverable amount of the inventories. For different types of inventories, it requires the estimation on selling prices, costs of conversion, selling expenses and related tax expense to calculate the net recoverable amount of inventories. For inventories held for executed sales contracts, management estimates the net recoverable amount based on the contracted price; for other inventories, management estimates the realisable future price based on the actual prices during the period from the end of the reporting period to the date that these financial statements were approved for issue by the board of directors of the Company and takes into account the nature and balance of inventories and future estimated price trends. For raw materials and work-in-progress, management has established a model in estimating the net recoverable amount at which the inventories can be realized in the normal course of business after considering the Group's manufacturing cycles, production capacity and forecasts, estimated future conversion costs and selling prices. Management also takes into account the price or cost fluctuations and other related matters occurring after the end of the reporting period which reflect conditions that existed at the end of the reporting period.

It is reasonably possible that if there is a significant change in circumstances including the Group's business and the external environment, outcomes within the next financial year would be significantly affected.

(d) Coal reserve estimates and units-of-production depreciation for coal mining rights

External qualified valuation professionals evaluate "economically recoverable reserves" based on the reserves estimated by external qualified exploration engineers in accordance with the PRC standards. The estimates of coal reserves are inherently imprecise and represent only approximate amounts because of the subjective judgements involved in developing such information. Economically recoverable reserve estimates are evaluated on a regular basis and have taken into account recent production and technical information about each mine.

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**ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Estimates and assumptions (Continued)

(e) Income tax

The Group estimates its income tax provision and deferred income taxation in accordance with the prevailing tax rules and regulations, taking into account any special approvals obtained from the relevant tax authorities and any preferential tax treatment to which it is entitled in each location or jurisdiction in which the Group operates. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, the differences will impact on the income tax and deferred income tax provisions in the period in which the determination is made.

Deferred tax assets are recognized for unused tax losses and deductible temporary differences, such as provision for impairment of receivables, inventories and property, plant and equipment and accruals of expenses not yet deductible for tax purposes, to the extent that it is probable that taxable profit will be available against which the losses deductible temporary difference can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of the Group's deferred tax assets at December 31, 2015 was RMB2,279 million (December 31, 2014: RMB2,403 million), without taking into consideration the offsetting of balances within the same tax jurisdiction. The amount of unrecognized tax losses at December 31, 2015 was RMB22,328 million (December 31, 2014: RMB22,564 million). Further details are contained in note 11 to the financial statements.

An entity shall recognize a deferred tax liability for all taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, except to the extent that both of the following conditions are satisfied:

- * the parent, investor or joint venturer is able to control the timing of the reversal of the temporary difference; and
- * it is probable that the temporary difference will not reverse in the foreseeable future.

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**ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Estimates and assumptions (Continued)

(e) **Income tax** (Continued)

As at December 31, 2014 and 2015, the Group recognized the deferred tax liabilities for the taxable temporary differences associated with investments in an overseas subsidiary and a domestic associate. Apart from that, the Group believes that the taxable temporary differences associated with investments in all other subsidiaries, associates and joint ventures satisfy the above criteria and therefore, relevant deferred tax liabilities were not recognized as disclosed in note 11 to the financial statements.

The Group believes it has recorded adequate current tax provision and deferred income taxes based on the prevailing tax rules and regulations and its current best estimates and assumptions. In the event that future tax rules and regulations or related circumstances change, adjustments to current and deferred income taxation may be necessary which would impact on the Group's results or financial position.

(f) **Goodwill - recoverable amount**

In accordance with the Group's accounting policy, goodwill is allocated to the Group's operating segments as it represents the lowest level within the Group at which the goodwill is monitored for internal management purposes and is tested for impairment annually by preparing a formal estimate of the recoverable amount. The recoverable amount is estimated as the value in use of the operating segment. Similar considerations to those described above in respect of assessing the recoverable amount of property, plant and equipment also apply to goodwill.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the years ended December 31, 2013, 2014 and 2015

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4. REVENUE AND SEGMENT INFORMATION

(a) **Revenue**

Revenue from continuing operations recognized during the years are as follows:

	2013	2014	2015
Sales of goods (net of value-added tax)	167,058,228	139,708,748	121,036,548
Other revenue	<u>2,635,572</u>	<u>2,291,082</u>	<u>2,409,324</u>
	<u>169,693,800</u>	<u>141,999,830</u>	<u>123,445,872</u>

Other revenue primarily includes revenue from the sale of scrap and other materials, the supply of heat and water and the provision of machinery processing, transportation and packaging and other services.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the years ended December 31, 2013, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

4. REVENUE AND SEGMENT INFORMATION (Continued)

(b) **Segment information**

The presidents of the Company have been identified as the chief operating decision-makers. They are responsible for the review of internal reports in order to allocate resources to operating segments and assess their performance.

The presidents monitor the business from a product perspective comprising alumina, primary aluminum and energy products which are identified as separate reportable operating segments. In addition, the Group's trading business is identified as a separate reportable operating segment. The Group's operating segments also include corporate and other operating activities.

However, as disclosed in Notes 2.1 and 5 to the financial statements, the Group has disposed of its equity interests and assets in the aluminum fabrication segment on June 27, 2013. Accordingly, the aluminum fabrication segment has been classified as a discontinued operation and was excluded from the segment information for the year ended December 31, 2013.

In addition, the Company acquired an aggregate of 70.82% equity interest in Ningxia Energy on January 23, 2013. Ningxia Energy is principally engaged in research and development, production and operation of energy products. Its activities mainly include coal mining, electricity generation by thermal power, wind power and solar power, new energy related equipment manufacturing business, and construction and operation of coal aluminum integration. After the acquisition of Ningxia Energy, the presidents have identified Ningxia Energy and other energy related operations, formerly included in corporate and other operating segments, as the energy segment in accordance with IFRS 8 Operating Segments.

The presidents assess the performance of operating segments based on profit or loss before income tax in related periods. Unless otherwise stated below, the manner of assessment used by the presidents is consistent with that applied in these financial statements. Management has determined the operating segments based on the reports reviewed by the presidents that are used to make strategic decisions.

Profit for the year from continuing operations

Other items for continuing operations:						
Finance income	28,132	63,594	68,595	142,705	313,550	- 616,576
Finance costs	(1,095,328)	(1,342,708)	(1,066,896)	(286,968)	(2,072,581)	- (5,864,481)
Share of profits of joint ventures	-	-	126,326	-	22,423	- 148,749
Share of (losses)/profits of associates	(2,129)	70,039	377,312	-	66,647	- 511,869
Amortisation of land use rights and leasehold land	(36,089)	(26,548)	(12,138)	(875)	(1,344)	- (76,994)
Depreciation and amortisation (excluding the amortisation of land use rights and leasehold land)	(3,169,703)	(2,791,640)	(1,080,293)	(5,748)	(113,642)	- (7,161,026)
Gain/(loss) on disposal of property, plant and equipment	134,409	75,384	(699)	-	(37)	- 209,057
Gain on disposal of Alumina Production Line	33,247	-	-	-	-	- 33,247
Gain on acquisition of a subsidiary	-	-	651,185	-	-	- 651,185
Gain on disposal and deemed disposal of subsidiaries	-	-	-	-	6,218,010	- 6,218,010
Gain on previously held equity interest remeasured at acquisition-date fair value	-	-	53,953	-	-	- 53,953
Impairment of property, plant and equipment	(68,340)	(284,403)	(118,453)	-	(29,963)	- (501,159)
Change for impairment of inventories (Note (ii))	(44,359)	128,962	(206,725)	42,714	-	- (79,408)
Provision for impairment of receivables, net	(9,611)	(38,705)	(44,211)	(203,997)	(813)	- (297,337)

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**ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

For the years ended December 31, 2013, 2014 and 2015
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4. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

	Year ended December 31, 2013						Total
	Alumina	Primary aluminum	Energy	Trading	Corporate and other operating segments	Inter-segment elimination	
Capital expenditure of continuing operations in:							
Intangible assets	363,258	1,167	162,741	243	-	-	- 527,409
Land use rights and leasehold land	-	15,341	3,264	-	-	-	- 18,605
Property, plant and equipment	3,854,419	3,300,022	1,893,885	46,047	130,599	-	-9,224,972

Notes:

(i) The sales of self-produced products include sales of self-produced alumina amounting to RMB10,696 million, sales of self-produced primary aluminum amounting RMB15,218 million, and sales of self-produced other products amounting to RMB5,601 million.

(ii) Change for impairment of inventories do not include change for impairment due to disposal of subsidiaries.

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**ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

4. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

	Year ended December 31, 2014			Total
	Alumina	Energy	Trading	

	Primary aluminum		Corporate and other operating segments		Inter-segment elimination		
Total revenue	30,705,972	40,650,480	5,242,329	110,107,996	347,935	(45,054,882)	141,999,830
Inter-segment revenue	<u>(24,852,245)</u>	<u>(10,260,057)</u>	<u>(148,158)</u>	<u>(9,761,841)</u>	<u>(32,581)</u>	<u>45,054,882</u>	<u>-</u>
Sales of self-produced products (Note (i))				27,973,346			
Sales of products sourced from external suppliers				72,372,809			
Revenue from external customers	5,853,727	30,390,423	5,094,171	100,346,155	315,354		<u>- 141,999,830</u>
Segment (loss)/profit before income tax	(5,968,306)	(6,366,489)	(1,736,365)	658,678	(2,277,457)	(275,874)	(15,965,813)
Income tax expense							<u>(1,074,910)</u>
Loss for the year							<u>(17,040,723)</u>
Other items							
Finance income	221,413	42,034	69,419	265,428	449,313	-	1,047,607
Finance costs	(1,277,390)	(1,396,930)	(1,256,195)	(449,456)	(2,350,626)	-	(6,730,597)
Share of profits and losses of joint ventures	-	-	78,392	-	11,118	-	89,510
Share of profits and losses of associates	-	(1,446)	281,932	(7)	70,096	-	350,575
Amortisation of land use rights and leasehold land	(39,034)	(30,239)	(13,976)	(15)	(1,344)	-	(84,608)
Depreciation and amortisation (excluding the amortisation of land use rights and leasehold land)	(3,376,746)	(2,744,872)	(1,196,038)	(6,715)	(73,823)	-	(7,398,194)
Gain/(loss) on disposal of property, plant and equipment	2,537	(48,434)	437	11	1,305	-	(44,144)
Government grants	112,301	565,790	91,843	34,382	19,670	-	823,986
Impairment of intangible assets	(23,744)	-	(84,680)	-	-	-	(108,424)
Impairment of property, plant and equipment	(3,292,425)	(859,866)	(1,479,574)	-	(47,656)	-	(5,679,521)
Impairment of land use rights and leasehold land	(140,804)	-	-	-	-	-	(140,804)
Change for impairment of inventories	(43,251)	(590,357)	(87,423)	54,305	330	-	(666,396)
Reversal/(provision) for impairment of receivables, net	4,321	(2,860)	(61,970)	(81,755)	-	-	(142,264)
Investment in associates	-	314,313	2,389,395	-	2,137,260	-	4,840,968
Investment in joint venture	<u>4,900</u>	<u>-</u>	<u>1,165,149</u>	<u>-</u>	<u>1,355,698</u>	<u>-</u>	<u>2,525,747</u>
Capital expenditure in:							
Intangible assets	54,165	12	49,325	1,231	1,344	-	106,077
Land use rights and leasehold land	8,340	284,514	2,652	-	-	-	295,506
Property, plant and equipment (Note (ii))	<u>3,455,491</u>	<u>2,038,608</u>	<u>2,321,906</u>	<u>117,814</u>	<u>80,702</u>	<u>-</u>	<u>8,014,521</u>

Notes:

(i) The sales of self-produced products include sales of self-produced alumina amounting to RMB13,231 million, sales of self-produced primary aluminum amounting RMB9,979 million, and sales of self-produced other products amounting to RMB4,763 million.

(ii) The additions in property, plant and equipment under sale and leaseback contracts (note 21) are not included in capital expenditure in property, plant and equipment.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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4. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

Year ended December 31, 2015							
	Alumina	Primary aluminum	Energy	Trading	Corporate and other operating segments	Inter-segment elimination	Total

Total revenue	33,133,812	36,973,230	4,290,915	94,131,114	301,626	(45,384,825)	123,445,872
Inter-segment revenue	(26,501,470)	(8,861,390)	(98,124)	(9,908,906)	(14,935)	45,384,825	-
Sales of self-produced products <i>(Note (i))</i>				23,294,776			
Sales of products sourced from external suppliers				60,927,432			
Revenue from external customers	6,632,342	28,111,840	4,192,791	84,222,208	286,691		-123,445,872
Segment profit/(loss) before income tax	1,967,072	(1,386,922)	(74,153)	(1,234,554)	733,746	188,104	193,293
Income tax benefit							230,420
Profit for the year							423,713
Other items							
Finance income	204,206	20,820	39,231	265,372	282,455	-	812,084
Finance costs	(1,051,557)	(1,347,593)	(1,016,869)	(562,645)	(1,971,001)	-	(5,949,665)
Share of profits and losses of joint ventures	-	-	6,979	-	16,259	-	23,238
Share of profits and losses of associates	-	(2,027)	270,963	-	15,595	-	284,531
Amortisation of land use rights and leasehold land	(44,064)	(28,989)	(12,557)	(15)	(1,344)	-	(86,969)
Depreciation and amortisation (excluding the amortisation of land use rights and leasehold land)	(2,990,799)	(2,871,447)	(1,203,659)	(27,526)	(114,588)	-	(7,208,019)
Gain/(loss) on disposal of property, plant and equipment and land use rights	218,401	1,747,796	(611)	56,120	296,168	-	2,317,874
Government grants	297,688	1,369,644	79,611	12,816	9,167	-	1,768,926
Gain on disposal of Shanxi Huaxing	1,035,254	-	-	-	1,552,880	-	2,588,134
Partial disposal of Jiaozuo Wanfang	-	-	-	-	832,369	-	832,369
Impairment of property, plant and equipment	-	-	(10,011)	-	-	-	(10,011)
Change for impairment of inventories <i>(Note (ii))</i>	(219,997)	55,288	7,417	(459,575)	-	-	(616,867)
Reversal for impairment of receivables, net	5,389	40,603	64,417	121,741	-	-	232,150
Investment in associates	21,000	312,286	2,323,968	118,352	2,827,095	-	5,602,701
Investment in joint venture	1,886,083	-	1,412,223	-	1,852,581	-	5,150,887
Capital expenditure in:							
Intangible assets	5,167	872	27,991	580	-	-	34,610
Land use rights and leasehold land	-	133,686	5,938	-	-	-	139,624
Property, plant and equipment <i>(Note (iii))</i>	5,112,086	1,862,662	2,377,708	16,930	144,097	-	9,513,483

Notes:

- (i) The sales of self-produced products include sales of self-produced alumina amounting to RMB12,699 million, sales of self-produced primary aluminum amounting RMB8,099 million, and sales of self-produced other products amounting to RMB2,497 million.
- (ii) Change for impairment of inventories do not include change for impairment due to disposal of subsidiaries and transferred to non-current assets held for sale.
- (iii) The additions in property, plant and equipment under sale and leaseback contracts (note 21) are not included in capital expenditure in property, plant and equipment.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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4. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

	Alumina	Primary aluminum	Energy	Trading	Corporate and other operating segments	Total
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As at December 31, 2014

Segment assets	72,961,013	48,198,781	36,855,105	20,890,288	25,990,507	204,895,694
<u>Reconciliation:</u>						
Elimination of inter-segment receivables						(12,883,041)
Other elimination						(370,006)
Corporate and other unallocated assets:						
Deferred tax assets						952,057
Prepaid income tax						248,903
						<u>192,843,607</u>
Total assets						
Segment liabilities	43,956,572	33,262,847	24,686,868	17,126,630	45,899,200	164,932,117
<u>Reconciliation:</u>						
Elimination of inter-segment payables						(12,883,041)
Corporate and other						
unallocated liabilities:						
Deferred tax liabilities						1,061,265
Income tax payable						79,420
						<u>153,189,761</u>
Total liabilities						

	Alumina	Primary aluminum	Energy	Trading	Corporate and other operating segments	Total
As at December 31, 2015						
Segment assets	68,597,170	46,330,865	37,020,858	19,158,171	35,873,305	206,980,369
<u>Reconciliation:</u>						
Elimination of inter-segment receivables						(19,131,592)
Other elimination						(181,437)
Corporate and other unallocated assets:						
Deferred tax assets						1,362,995
Prepaid income tax						238,916
						<u>189,269,251</u>
Total assets						
Segment liabilities	42,769,848	31,480,143	25,051,030	14,047,128	43,705,747	157,053,896
<u>Reconciliation:</u>						
Elimination of inter-segment payables						(19,131,592)
Corporate and other						
unallocated liabilities:						
Deferred tax liabilities						1,006,155
Income tax payable						43,356
						<u>138,971,815</u>
Total liabilities						

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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4. REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment information (Continued)

The Group mainly operates in the mainland of China. Geographical information of the operating segments is as follows:

	2013	2014	2015
Segment revenue from external customers from continuing operations			
- Mainland China	163,845,061	138,745,983	121,199,583
- Outside of Mainland China	5,848,739	3,253,847	2,246,289
	<u>169,693,800</u>	<u>142,000,000</u>	<u>123,445,872</u>

	169,693,800	141,999,830	123,445,872
	December 31, 2014		December 31, 2015
Non-current assets (excluding financial assets and deferred tax assets)			
- Mainland China	119,378,945		117,189,869
- Outside of Mainland China	448,362		359,308
	<u>119,827,307</u>		<u>117,549,177</u>

For the year ended December 31, 2015, revenues of approximately RMB31,818 million (2013 from continuing operations: RMB30,255 million, 2014: RMB24,986 million) are derived from entities directly or indirectly owned or controlled by the PRC government including Chinalco. These revenues are mainly attributable to the alumina, primary aluminum, energy and trading segments. There was no other individual customer from whom the Group has derived revenue of more than 10% of the Group's revenue during the years ended December 31, 2013, 2014 and 2015.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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(Amounts expressed in thousands of RMB unless otherwise stated)

5. DISCONTINUED OPERATIONS

On June 9, 2013, the Company entered into an equity interest transfer agreement ("Aluminum Fabrication Interests Transfer Agreement") with Chinalco, pursuant to which the Company transferred to Chinalco its equity interests in (a) six subsidiaries: (1) 90.03% equity interest in Henan Aluminum; (2) 60% equity interest in Chalco Southwest Aluminum Co., Ltd.; (3) 100% equity interest in Chalco Southwest Aluminum Cold Rolling Co., Ltd.; (4) 56.86% equity interest in Huaxi Aluminum Co., Ltd.; (5) 93.30% equity interest in Chalco Ruimin Co., Ltd.; and (6) 100% equity interest in Qingdao Light Metal (collectively known as "Aluminum Fabrication Subsidiaries"), (b) a joint venture: 50% equity interest in Chalco Sapa Aluminum Products (Chongqing) Co., Ltd. (中鋁薩帕特種鋁材(重慶)有限公司) ("Chalco Sapa"); and (c) an associate: 40% equity interest in Guizhou Chalco Aluminum Co., Ltd. (貴州中鋁鋁業有限公司) ("Guizhou Chalco"). In addition, the Company entered into the Aluminum Fabrication Assets Transfer Agreement with Northwest Aluminum Fabrication Plant, a subsidiary of Chinalco, on June 6, 2013, pursuant to which the Company transferred the net assets in Aluminum Fabrication Branch to Northwest Aluminum Fabrication Plant. The above transactions were completed on June 27, 2013.

The Aluminum Fabrication Subsidiaries and the Aluminum Fabrication Branch form the Aluminum Fabrication Segment of the Group. Pursuant to the Aluminum Fabrication Interests Transfer Agreement and the Aluminum Fabrication Assets Transfer Agreement, the consideration thereof was determined with reference to independent valuation undertaken by professional valuers recognized in the PRC of the net asset of the respective entities/branch as at December 31, 2012, adjusted to give effect to the changes in net assets value from the valuation date (December 31, 2012) to the disposal date.

As an adherent condition to disposal of certain of the Aluminum Fabrication Subsidiaries, as at December 31, 2012, the Company's entrusted loans to Henan Aluminum and Qingdao Light Metal were transferred to Chinalco with a nominal principal amount up to RMB3 billion ("Transferred Loan to Chinalco"), and the appraisal value of such loans was taken as the basis for the consideration.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the years ended December 31, 2013, 2014 and 2015
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5. DISCONTINUED OPERATIONS (Continued)

After giving adjustment to the change in the net assets value from the valuation date (December 31, 2012) to the disposal date regarding the Aluminum Fabrication Subsidiaries and the Aluminum Fabrication Branch, the aggregate consideration for the disposal of the Aluminum Fabrication Segment and the Transferred Loan to Chinalco was finalized at RMB6,314.5 million. The disposal of the Aluminum Fabrication Segment and the Transferred Loan to Chinalco shall be considered in their totality.

The disposal of the Aluminum Fabrication Segment can optimise the asset structure, lower the debt to asset ratio, improve the debt portfolio of the Group, increase the operating cash flows of the Group and strengthen the re-financing ability of the Group, which is beneficial for the Group to focus on the development of quality resources and develop its business relating to the quality resources, so as to move towards the forefront of the industry chain and the high-end of the value chain.

Since the Aluminum Fabrication Segment was a component of the Group's business, representing a separate major line of business with separately identifiable operations and cash flows, it was classified as a discontinued operation. Accordingly, the results of the Aluminum Fabrication Segment were separately reported as a "discontinued operation" in the consolidated statement of comprehensive income for the year ended December 31, 2013. In addition, the gain recognized on the disposal of the Aluminum Fabrication Segment was also included in the results of the discontinued operation.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
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5. DISCONTINUED OPERATIONS (Continued)

The details of the net assets of the discontinued operation as at June 27, 2013 are as follows:

	June 27, 2013
Net assets disposed of:	
Cash and cash equivalents	345,351
Trade and notes receivables	1,563,462
Inventories	2,254,990
Other current assets	1,427,870
Deferred tax assets	105,716
Property, plant and equipment	9,354,169
Land use rights	267,104
Intangible assets	11,210
Investment in an associate	202,210
Other non-current assets	39,472
Trade and notes payables	(2,016,152)
Income tax payable	(583)
Other payables and accrued expenses	(598,000)
Interest bearing loans and borrowings	(9,808,339)
Other non-current liabilities	(55,435)
	<hr/>
Net assets	3,093,045
Non-controlling interests	(324,539)
	<hr/>
Net assets disposed of	2,768,506
Transferred Loan to Chinalco	2,925,500
	<hr/>
Total net assets disposed of	5,694,006
Gain on disposal of the discontinued operation and the Transferred Loan to Chinalco	620,494
	<hr/>
	<u>6,314,500</u>
	<hr/>
	2013

Satisfied by:	
Cash received in 2013	1,391,327
Receivable from Chinalco and its subsidiaries as at December 31, 2013	4,923,173
	<hr/>
	<u>6,314,500</u>

An analysis of the cash flows of cash and cash equivalents in respect of the disposal of the discontinued operation is as follows:

Cash consideration received in 2013	1,391,327
Less: cash and cash equivalents disposed of	(345,351)
	<hr/>
Net cash inflows from the disposal of the discontinued operation	<u>1,045,976</u>

ALUMINUM CORPORATION OF CHINA LIMITED
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5. DISCONTINUED OPERATIONS (Continued)

The results of the discontinued operation are presented below:

	2013*
Revenue	5,527,808
Less: elimination**	<u>(1,654,896)</u>
	<u>3,872,912</u>
Expenses	(5,684,116)
Less: elimination**	<u>1,654,896</u>
	<u>(4,029,220)</u>
Operating loss	(156,308)
Finance costs, net	(259,187)
Share of profits of associates	<u>877</u>
Loss before tax from the discontinued operation	(414,618)
Income tax benefit	<u>1,268</u>
Loss for the year from the discontinued operation	(413,350)
Gain on disposal of the discontinued operation	<u>620,494</u>
Profit after tax for the year from the discontinued operation	<u><u>207,144</u></u>

The net cash flows incurred by the discontinued operation, excluding the cash consideration received from disposal of the discontinued operation, are as follows:

	2013*
Operating activities	(10,253)
Investing activities	(134,499)
Financing activities	117,868
Net foreign Exchange differences	<u>124</u>
Net cash (outflows)	<u><u>(26,760)</u></u>

* These numbers represent the activities prior to the disposal on June 27, 2013.

** Since the transactions between the discontinued operation and the continuing operations are expected to continue after the disposal of discontinued operation, the transactions between the two operations were eliminated in the results of the discontinued operation.

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ALUMINUM CORPORATION OF CHINA LIMITED
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5. DISCONTINUED OPERATIONS (Continued)

	2013
Basic and diluted earnings per share from the discontinued operation (in RMB per share)	<u>0.02</u>

The calculations of basic and diluted earnings per share from the discontinued operation are based on:

	2013
Profit attributable to owners of the parent from the discontinued operation (in RMB)	<u><u>235,913,000</u></u>

ALUMINUM CORPORATION OF CHINA LIMITED
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6. INTANGIBLE ASSETS

	Goodwill	Mining rights	Mineral exploration rights	Computer software and others	Total
Year ended December 31, 2014					
Opening net carrying amount	2,344,953	6,924,801	1,317,163	268,570	10,855,487
Additions	-	42,150	42,171	21,756	106,077
Transfer from property, plant and equipment (note 7)	-	385,840	-	38,395	424,235
Reclassification	-	48,222	(48,222)	-	-
Disposals	-	-	-	(10,977)	(10,977)
Amortisation	-	(245,194)	-	(43,055)	(288,249)
Impairment loss	-	(35,420)	-	(73,004)	(108,424)
Currency translation differences	104	735	1,110	-	1,949
Closing net carrying amount	<u>2,345,057</u>	<u>7,121,134</u>	<u>1,312,222</u>	<u>201,685</u>	<u>10,980,098</u>
As at December 31, 2014					
Cost	2,345,057	7,964,402	1,312,222	476,947	12,098,628
Accumulated amortisation and impairment	-	(843,268)	-	(275,262)	(1,118,530)
Net carrying amount	<u>2,345,057</u>	<u>7,121,134</u>	<u>1,312,222</u>	<u>201,685</u>	<u>10,980,098</u>
Year ended December 31, 2015					
Opening net carrying amount	2,345,057	7,121,134	1,312,222	201,685	10,980,098
Additions	-	32,309	716	1,585	34,610
Transfer from property, plant and equipment	-	23,009	6,559	7,433	37,001
Reclassify to operating lease prepayments (note 8(b))	-	(3,767)	-	-	(3,767)
Disposal of subsidiaries (note 40)	-	(183,267)	(186,114)	-	(369,381)
Amortisation	-	(223,068)	-	(32,030)	(255,098)
Currency translation differences	780	4,673	10,099	-	15,552
Closing net carrying amount	<u>2,345,837</u>	<u>6,771,023</u>	<u>1,143,482</u>	<u>178,673</u>	<u>10,439,015</u>
As at December 31, 2015					
Cost	2,345,837	7,799,213	1,143,482	405,093	11,693,625
Accumulated amortisation and impairment	-	(1,028,190)	-	(226,420)	(1,254,610)
Net carrying amount	<u>2,345,837</u>	<u>6,771,023</u>	<u>1,143,482</u>	<u>178,673</u>	<u>10,439,015</u>

6. **INTANGIBLE ASSETS** (Continued)

For the years ended December 31, 2013, 2014 and 2015, the amortisation expenses of intangible assets recognized in profit or loss from continuing operations are analysed as follows:

	2013	2014	2015
Cost of sales	247,320	246,144	223,068
General and administrative expenses (note 27(b))	<u>30,372</u>	<u>42,105</u>	<u>32,030</u>
	<u>277,692</u>	<u>288,249</u>	<u>255,098</u>

As at December 31, 2015, the Group has pledged intangible assets with a net carrying value amounting to RMB1,241 million (December 31, 2014: RMB1,125 million) for bank and other borrowings as set out in note 25 to the financial statements.

As at December 31, 2015, the Group was in the process of applying for the certificates of mining rights with a carrying value amounting to RMB1,582 million (December 31, 2014: RMB4,569 million). There have been no litigation, claims or assessments against the Group for compensation with respect to the use of these rights to date. As at December 31, 2015, the carrying value of these rights only represented approximately 1% of the total asset value of the Group (December 31, 2014: 2%). Management believes that it is probable that the Group can obtain the relevant ownership certificates from the appropriate authorities. The directors of the Company are of the opinion that the Group legally owns and has the rights to use the above mining rights, and that there is no material adverse impact on the overall financial position of the Group.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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6. **INTANGIBLE ASSETS** (Continued)

Impairment tests for goodwill

The lowest level within the Group at which goodwill is monitored for internal management purposes is the operating segment level. Therefore, goodwill is allocated to the Group's cash generating units ("CGUs") and groups of CGUs according to operating segments. A summary of goodwill allocated to each segment is presented below:

	December 31, 2014		December 31, 2015	
	Alumina	Primary aluminium	Alumina	Primary aluminium
Qinghai Branch	-	217,267	-	217,267
Guangxi Branch	189,419	-	189,419	-
Lanzhou Branch	-	1,924,259	-	1,924,259
PT. Nusapati Prima ("PTNP")	<u>14,112</u>	<u>-</u>	<u>14,892</u>	<u>-</u>
	<u>203,531</u>	<u>2,141,526</u>	<u>204,311</u>	<u>2,141,526</u>

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a 5-year period. Cash flows beyond the 5-year period are extrapolated using the estimated growth rate of 2% (2014: 2%) not exceeding the long-term average growth rate for the businesses in which the CGU operates. Other key assumptions applied in the impairment tests include the expected product price, demand for the products, product costs and related expenses. Management determined that these key assumptions were based on past performance and their expectations on market development. Furthermore, the Group adopts a pre-tax rate of 12.62% (2014: 12.62%) that reflects specific risks related to CGUs and groups of CGUs as the discount rate. The assumptions above are used in analysing recoverable amounts of CGUs and groups of CGUs within operating segments.

The directors of the Company are of the view that, based on its assessment, there was no impairment of goodwill as at December 31, 2015 (December 31, 2014: no impairment).

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ALUMINUM CORPORATION OF CHINA LIMITED
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7. **PROPERTY, PLANT AND EQUIPMENT**

	Buildings	Machinery	Transportation facilities	Office and other equipment	Construction In progress	Total
Year ended December 31, 2014						
Opening net carrying amount	27,281,141	56,641,136	1,175,664	147,522	15,460,542	100,706,005
Currency translation differences	(241)	25	20	(1)	10	(187)
Reclassifications and internal transfers	4,182,675	6,485,681	29,590	35,270	(10,733,216)	-
Transfer to intangible assets (note 6)	-	-	-	-	(424,235)	(424,235)
Transfer to land use rights and leasehold land (note 8(b))	-	-	-	-	(460,421)	(460,421)
Additions	209,306	1,961,933	4,266	8,685	7,624,680	9,808,870
Disposals	(83,637)	(2,300,081)	(35,467)	(3,973)	(439,550)	(2,862,708)
Depreciation	(1,361,507)	(5,346,095)	(219,339)	(40,878)	-	(6,967,819)
Impairment losses	(1,481,329)	(3,520,705)	(28,468)	(1,940)	(647,079)	(5,679,521)
Closing net carrying amount	28,746,408	53,921,894	926,266	144,685	10,380,731	94,119,984
As at December 31, 2014						
Cost	42,537,307	99,110,829	2,933,497	512,894	11,658,141	156,752,668
Accumulated depreciation and impairment	(13,790,899)	(45,188,935)	(2,007,231)	(368,209)	(1,277,410)	(62,632,684)
Net carrying amount	28,746,408	53,921,894	926,266	144,685	10,380,731	94,119,984

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the years ended December 31, 2013, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

7. PROPERTY, PLANT AND EQUIPMENT (Continued)

	Buildings	Machinery	Transportation facilities	Office and other equipment	Construction In progress	Total
Year ended December 31, 2015						
Opening net carrying amount	28,746,408	53,921,894	926,266	144,685	10,380,731	94,119,984
Currency translation differences	319	209	143	31	-	702
Reclassifications and internal transfers	2,331,561	4,021,603	108,344	18,414	(6,479,922)	-
Transfer to intangible assets (note 6)	-	-	-	-	(37,001)	(37,001)
Transfer to land use rights (note 8(b))	-	-	-	-	(5,284)	(5,284)
Additions	238,260	93,679	16,020	3,504	9,162,020	9,513,483
Additions from sales and lease back	-	4,796,220	-	-	887,814	5,684,034
Transfer to an associate as capital injection	(162,514)	(10,209)	-	(1,898)	-	(174,621)
Transfer to assets of a disposal group classified as held for sale	(40,661)	(25,840)	(112)	(2)	-	(66,615)
Disposal of subsidiaries	(2,472,604)	(1,464,038)	(7,032)	(1,288)	(937,381)	(4,882,343)
Disposals (Note(i)(ii))	(473,362)	(102,735)	(5,661)	(838)	(157,838)	(740,434)
Disposals for sales and lease back	-	(5,693,039)	-	-	(965,180)	(6,658,219)
Depreciation	(1,576,682)	(5,026,216)	(224,616)	(41,415)	-	(6,868,929)
Impairment loss	-	(10,011)	-	-	-	(10,011)
Closing net carrying amount	26,590,725	50,501,517	813,352	121,193	11,847,959	89,874,746
As at December 31, 2015						
Cost	41,277,291	95,872,034	3,029,036	532,386	12,444,423	153,155,170
Accumulated depreciation and impairment	(14,686,566)	(45,370,517)	(2,215,684)	(411,193)	(596,464)	(63,280,424)
Net carrying amount	26,590,725	50,501,517	813,352	121,193	11,847,959	89,874,746

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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7. PROPERTY, PLANT AND EQUIPMENT (Continued)

Note:

- (i) In November 2015, the Government of Baiyun District of Guiyang (貴陽市白雲區人民政府), Guiyang Land and Mineral Resources Reserve Centre (青陽市土地礦產資源儲備中心) ("Guiyang Land Reserve Centre"), a government-related entity, Guizhou Branch of the Company ("Guizhou Branch") and Guizhou Aluminum Plant entered into a Land Reserve Acquisition Cooperation Agreement of Electrolytic Aluminum Plant Area of Baiyun District (白雲區電解鋁片區土地收儲合作協議) (the "Land Reserve Acquisition Cooperation Agreement"). According to the Land Reserve Acquisition Cooperation Agreement, Guizhou Branch sold the aluminum plant and buildings to the Guiyang Land Reserve Centre at a consideration of RMB1,950 million which was determined based on the appraised value. Pursuant to the Land Reserve Acquisition Cooperation Agreement, Guizhou Branch will receive the consideration by instalments of RMB600 million, RMB200 million, RMB1,000 million and RMB150 million by the end of December 2015, by the end of December 2017, by the end of June 2018 and by the end of December 2018, respectively. The disposed aluminium plant and buildings' carrying value was RMB438.4 million and the Group recognized a gain of RMB1,364.8 million which was the difference between the discounted value of the consideration and the carrying value of the assets disposed of. Guizhou Branch received RMB600 million in December 2015 in accordance with the aforementioned instalment terms. As at December 31, 2015, the receivable from Guiyang Land Reserve Center was RMB1,350 million, which was discounted to the present value of RMB1,203.3 million.
- (ii) The Group disposed of its Hong Kong properties, including properties with carrying amount of RMB12.4 million and land use right with carrying amount of RMB89.4 million, to Chinalco assets holdings limited ("Chinalco assets holdings"), a subsidiary of Chinalco, in 2015, details of which is disclosed in note 36(a)(xiii).
- * The English names represent the best effort by the management of the Group in translating its Chinese name as it does not have an official English name.

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ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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7. PROPERTY, PLANT AND EQUIPMENT (Continued)

For the years ended December 31, 2013, 2014 and 2015, depreciation expenses recognized in profit or loss from continuing operations are analysed as follows:

	2013	2014	2015
Cost of sales	6,630,711	6,756,110	6,673,861
General and administrative expenses (note 27(b))	159,030	179,813	172,337
Selling and distribution expenses (note 27 (a))	33,457	31,896	22,731
	<u>6,823,198</u>	<u>6,967,819</u>	<u>6,868,929</u>

As at December 31, 2015, the Group was in the process of applying for the ownership certificates of buildings with a net carrying value of RMB5,105 million (December 31, 2014: RMB5,898 million). There has been no litigation, claims or assessments against the Group for compensation with respect to the use of these buildings to the date of approval of these financial statements. As at December 31, 2015, the carrying value of these buildings only represented approximately 3% of our total asset value (December 31, 2014: 3%). Management believes that it is probable that the Group can obtain the relevant ownership certificates from the appropriate authorities. The directors of the Company are of the opinion that the Group legally owns and has the rights to use the above property, plant and equipment, and that there is no material adverse impact on the overall financial position of the Group.

For the year ended December 31, 2015, interest expenses of RMB476 million (2013 from continuing operations: RMB635 million, 2014: RMB533 million) arising from borrowings attributable to the construction of property, plant and equipment during the year were capitalized at an annual rate of 4.90% to 6.55% (2013: 4.05% to 6.25%, 2014: 5.80% to 7.10%) (note 29), and were included in "additions" to property, plant and equipment.

As at December 31, 2015, the Group has pledged property, plant and equipment at a net carrying value amounting to RMB6,103 million (December 31, 2014: RMB9,249 million) for bank and other borrowings as set out in note 25 to the financial statements.

As at December 31, 2015, the carrying value of temporarily idle property, plant and equipment of the Group is RMB6,257 million (December 31, 2014: RMB4,139 million).

The net carrying amounting of the Group's fixed assets held under finance lease included in the total amounts of the machinery and construction in progress at December 31, 2015 were RMB6,097 million (2014: RMB1,675 million) and RMB888 million (2014: nil), respectively. The accumulated depreciation of the Group's fixed assets held under finance lease was RMB494 million (2014: RMB119 million).

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ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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7. PROPERTY, PLANT AND EQUIPMENT (Continued)

Impairment test for property, plant and equipment

When any indicators of impairment are identified, property, plant and equipment are reviewed for impairment based on each CGU. The CGU is an individual plant or entity. The carrying value of these individual plants or entities was compared to the recoverable amount of the CGUs, which was based predominantly on value-in-use. Value-in-use calculations use pre-tax cash flow projections based on financial budgets approved by

management covering a 5-year period. Cash flows beyond the 5-year period are extrapolated using the same cash flow projections of the fifth year. Other key assumptions applied in the impairment tests include the expected product price, demand for the products, product cost and related expenses. Management determined that these key assumptions were based on past performance and their expectations on market development. Further, the Group adopts a pre-tax rate of 10.16% (2014: 10.16%) that reflects specific risks related to CGUs as discount rates. The assumptions above are used in analysing the recoverable amounts of CGUs within operating segments.

For the CGUs with indicators of impairment identified there was no impaired losses were provided based on the impairment tests.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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8. LAND USE RIGHTS AND LEASEHOLD LAND

Details of land use rights and leasehold land are as follows:

	December 31, 2014	December 31, 2015
Finance leases (a):		
In Hong Kong, held on:		
Leases between 10 to 50 years	89,555	-
Operating leases (b):		
In the mainland of the PRC, held on:		
Leases less than 10 years	71,312	142,429
Leases between 10 to 50 years	3,053,158	2,351,478
Leases over 50 years	60,403	213,677
	<u>3,184,873</u>	<u>2,707,584</u>
	<u>3,274,428</u>	<u>2,707,584</u>

(a) Finance leases

	2014	2015
As at January 1		
Cost	108,498	109,227
Accumulated amortisation	(16,964)	(19,672)
Net carrying amount	<u>91,534</u>	<u>89,555</u>
Year ended December 31		
Opening net carrying amount	91,534	89,555
Currency translation differences	607	2,475
Disposal (Note)	-	(89,364)
Amortisation	(2,586)	(2,666)
Closing net carrying amount	<u>89,555</u>	<u>-</u>
As at December 31		
Cost	109,227	-
Accumulated amortisation	(19,672)	-
Net carrying amount	<u>89,555</u>	<u>-</u>

Note:

The Group disposed of its Hong Kong properties, including properties with carrying amount of RMB12.4 million and land use right with carrying amount of RMB89.4 million, to Chinalco assets holdings in 2015, details of which is disclosed in note 36(a)(xiii).

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
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8. LAND USE RIGHTS AND LEASEHOLD LAND (Continued)

(b) Operating leases prepayments

	2014	2015
As at January 1	2,652,432	3,184,873
Additions	295,506	139,624
Reclassification (note 6)	-	3,767
Transfer from property, plant and equipment (note 7)	460,421	5,284
Disposal of Gansu Aluminum land use right to Gansu Government (Note)	-	(81,284)
Other disposal	(660)	(53,964)
Disposal of subsidiaries (note 40)	-	(365,625)
Capital injection in an associate (note 9(b))	-	(40,788)
Amortisation	(82,022)	(84,303)
Impairment loss	(140,804)	-
	<u>3,184,873</u>	<u>2,707,584</u>
As at December 31	<u>3,184,873</u>	<u>2,707,584</u>

Note:

In November 2015, the Company and Gansu Hualu and Baiyin Land and Mineral Resources Reserve Centre (白银市土地收储储备整理中心) (the "Baiyin Land Reserve Centre") entered into the Land Use Right Acquisition Agreement (the "Land Acquisition Agreement"), pursuant to which Baiyin Land Reserve Centre acquired the land use right of 588 mu (equivalent to 392,000 square metres) at a consideration of RMB456 million based on the appraised value. The consideration was received before 2015 year end. The carrying amount of the disposed land use right is RMB81 million and the disposal gain is RMB375 million.

As at December 31, 2015, the Group was in the process of applying for the certificates of land use rights with a carrying amount of RMB384 million (December 31, 2014: RMB399 million). There has been no litigation, claims or assessments against the Group for compensation with respect to the use of land parcels to date. As at December 31, 2015, the carrying value of these land parcels only represented approximately 0.2% of the total asset value of the Group (December 31, 2014: 0.2%). Management believes that it is probable that the Group can obtain the relevant ownership certificates from the appropriate authorities. The directors of the Company are of the opinion that the Group legally owns and has the rights to use the above land use rights, and that there is no material adverse impact on the overall financial position of the Group.

For the year ended December 31, 2015, the amortisation expenses of land use rights and leasehold land were recognized in "general and administrative expenses" in profit or loss amounting to RMB87 million (2013 from continuing operations: RMB77 million, 2014: RMB85 million).

As at December 31, 2015, the Group has pledged land use rights at a net carrying value amounting to RMB258 million (December 31, 2014: RMB409 million) for bank and other borrowings as set out in note 25 to the financial statements.

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9. INVESTMENTS IN JOINT VENTURES AND ASSOCIATES

(a) Investments in joint ventures

Movements in investments in joint ventures are as follows:

	2014	2015
As at January 1	2,314,841	2,525,747
Capital injections (Note (i)/(ii)/(iii))	121,200	238,000
Disposal of Shanxi Huaxing (Note (iv))	-	2,351,479
Share of profits and losses for the year	89,510	23,238
Share of change in reserves	196	12,423
	<u>2,525,747</u>	<u>5,150,887</u>
As at December 31	<u>2,525,747</u>	<u>5,150,887</u>

Note:

- (i) In June 2014, Chalco Guizhou Mining Co., Ltd. *(中鋁貴州礦業有限公司), a wholly-owned subsidiary of the Company, made additional capital injection to Guizhou Chalco Hengtaihe Mining Co., Ltd. ("Hengtaihe Mining") *(貴州中鋁恒泰合礦業有限公司) of RMB121 million by converting debt to equity in proportion to its 49% equity interest in Hengtaihe Mining, which was a major non-cash transaction.
- (ii) In December 2015, Guizhou Mining Company Co., Ltd. ("貴州礦業"), a subsidiary of the Company converted its receivables amounting to RMB74.8 million due from Hengtaihe Mining Corporation Co., Ltd. ("恒泰合礦業") into capital injection.
- (iii) In April 2015, Ningxia Energy, a subsidiary of the Company, and Zhejiang Energy Group Co., Ltd. *(浙江省能源集團公司) jointly established Ningxia Yinxing Power Co., Ltd. with registered capital of RMB800 million. Ningxia Energy holds 51% of equity interest in Yinxing Power. As at December 31, 2015, Ningxia Energy has made a capital contribution to Yinxing Power by way of injecting certain assets, cash and notes receivables amounting to RMB113.94 million, RMB10.26 million and RMB39 million, respectively, and has the capital injection commitment amounting to RMB244.8 million.
- (iv) As disclosed in note 40 (a), the Company disposed of 50% equity investment in Shanxi Huaxing, formerly its wholly-owned subsidiary, to Shenzhen CR Yuanta Asset Management Ltd., (深圳華潤元大資產管理有限公司)("CR Yuanta"). As a result of the transaction, the Company lost control of Shanxi Huaxing and accounts for the remaining 50% equity investment as a joint venture at its fair value as at the date of loss of control. Details of the transaction are disclosed in note 40 (a).
- * The English names represent the best effort by the management of the Group in translating their Chinese names as they do not have any official English names.

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9. INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (Continued)

(a) Investments in joint ventures (Continued)

As at December 31, 2015, particulars of the joint ventures of the Group, all of which are unlisted, are as follows:

Name	Place of establishment and operation	Registered and paid-in capital	Principal activities	Percentage of		
				Ownership interest	Voting power	Profit sharing
Guangxi Huayin Aluminum Co., Ltd. ("Guangxi Huayin") (廣西華鋁鋁業有限公司)	PRC/Mainland of China	2,441,987	Manufacture and distribution of alumina	33%	33%	33%

The above investment is directly held by the Company.

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9. INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (Continued)

(a) Investments in joint ventures (Continued)

Guangxi Huayin, which is considered a material joint venture of the Group, is accounted for using the equity method.

The following table illustrates the summarized financial information in respect of Guangxi Huayin:

	2014	2015
Cash and cash equivalents	344,929	206,090
Other current assets	1,543,471	1,424,496
Current assets	1,888,400	1,630,586
Non-current assets	6,621,599	6,356,342
Financial liabilities	2,421,125	4,504,192
Other current liabilities	68,596	114,718

Current liabilities	2,489,721	4,618,910
Non-current liabilities	<u>2,851,650</u>	<u>27,416</u>
Net assets	<u>3,168,628</u>	<u>3,340,602</u>
Non-controlling interests	<u>-</u>	<u>-</u>
Reconciliation to the Group's interest in the joint venture:		
Proportion of the Group's ownership	33%	33%
Group's share of net assets of the joint venture	1,045,647	1,102,399
Carrying amount of the investment	<u>1,045,647</u>	<u>1,102,399</u>

	2013	2014	2015
Revenue	3,454,700	4,239,789	4,234,157
Gross profit	739,365	1,022,772	706,818
Interest income	11,743	5,670	5,004
Depreciation and amortisation	448,325	437,254	524,436
Interest expenses	274,438	276,995	227,592
Profit before income tax	86,822	169,350	189,720
Income tax	<u>1,040</u>	<u>32,432</u>	<u>47,914</u>
Profit and total comprehensive income for the year	<u>85,782</u>	<u>136,918</u>	<u>141,806</u>
Other comprehensive income	<u>-</u>	<u>-</u>	<u>-</u>
Dividend received	<u>-</u>	<u>-</u>	<u>-</u>

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ALUMINUM CORPORATION OF CHINA LIMITED
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9. INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (Continued)

(a) Investments in joint ventures (Continued)

The following table illustrates the aggregate financial information of the Group's joint ventures that are not individually material:

	2014	2015
Share of the joint ventures' profits and losses for the year	<u>44,327</u>	<u>(23,558)</u>
Share of the joint ventures' total comprehensive income	<u>44,327</u>	<u>(23,558)</u>
Aggregate carrying amount of the Group's investments in joint ventures	<u>1,480,100</u>	<u>4,048,488</u>

As at December 31, 2015, the proportionate interests of the Group in the joint ventures' capital commitments amounted to RMB11 million (December 31, 2014: RMB75 million).

There were no material contingent liabilities relating to the Group's interests in the joint ventures and the joint ventures themselves.

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9. INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (Continued)

(b) **Investments in associates**

Movements in investments in associates are as follows:

	2014	2015
As at January 1	4,587,818	4,840,968
Capital injections (Note(i),(v),(vi),(vii),(viii),(ix),(x))	88,288	2,087,180
Partial disposal of Jiaozuo Wanfang (Note (xi))	-	(1,039,573)
Disposal of investments in an associate (Note (ii))	(7,993)	-
Share of profits and losses for the year	350,575	284,531
Cash dividends declared (Note(ix),(xii),(xiii))	(58,953)	(384,357)
Share of change in an associate due to passive equity dilution (Note (iv))	(14,979)	-
Share of change in reserves	8,058	(545)
Other comprehensive income	-	4,658
Reclassified as held for sale (note 17(b))	-	(78,838)
Other decrease of investment in an associate	(111,846)	(111,323)
	<u>4,840,968</u>	<u>5,602,701</u>
As at December 31	<u>4,840,968</u>	<u>5,602,701</u>

Note:

- (i) During the years ended December 31, 2014, the capital injections in the associates of the Group amounting to RMB67 million, were made in cash. In July 2014, the capital injection in an associate of the Group amounting to RMB21 million was made in machineries.
- (ii) In February 2013, Chalco Trading, a wholly-owned subsidiary of the Company, set up Jinpingguo Investment with two third parties of the Group, Pingguo Asia Aluminum Co., Ltd.* (平果亞洲鋁業有限公司) and Guangxi Jinpingguo Aluminum Co., Ltd. ("Jinpingguo Investment")*(廣西金平果鋁業有限公司). Chalco Trading held a 40% equity interest in Jinpingguo Investment. In May 2014, the board of directors of Jinpingguo Investment approved to liquidate Jinpingguo Investment because the aluminium scrap recycle project development did not produce positive results. As at December 31, 2014, the liquidation has been completed.
- (iii) In 2014, Ning Dong Power declared cash dividends of RMB59 million to Ningxia Energy. As at December 31, 2014, Ningxia Energy has received the dividends in cash.
- (iv) In February and August 2014, Jiaozuo Wanfang issued restricted shares of 32,130,000 and 1,840,000 to the incentive object, respectively, which led to the passive dilution of equity interest of the Company in Jiaozuo Wanfang from 17.75% to 17.246%.
- (v) In August 2015, the Company entered into an agreement with Chalco Resource, a subsidiary of Chinalco, pursuant to which the Company shall make a capital injection to Chalco Resource of RMB616.58 million in proportion to its 15% equity interest in Chalco Resource. As at December 31, 2015, the Company has made a capital injection of RMB246.63 million in cash, and still has the capital injection commitment amounting to RMB369.95 million.
- (vi) In August 2015, the Company signed a capital injection agreement with China Rare Earth pursuant to which the Company has made a capital injection of RMB400 million in cash in return for 14.62% equity interest in China Rare Earth.

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9. INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (Continued)

(b) **Investments in associates (Continued)**

Note: (Continued)

- (vii) In November 2015, the Company together with its two subsidiaries, Chalco International Trading and Chalco Shanghai Kelin Co., Ltd. (廣西華聯水泥有限責任公司) ("Shanghai Kelin") signed a capital injection agreement with Chinalco Asset Management Co., Ltd.* (中鋁資產經營管理公司) ("Chinalco Asset Management") to inject capital to Chinalco Property Development Co., Ltd.* (中鋁置業發展有限公司) ("Chinalco Property Development") by way of injecting certain urban property assets and land use rights with appraised value amounting to RMB676.95 million and cash amounting to RMB696 million. Subsequent to the capital injection, the Group held a 24.12% equity interest in Chinalco Investment Development. The investment in Chinalco Property Development has been adjusted the impact of downstream transaction amounting to RMB111.3 million. The transaction generated disposal gain amounting to RMB350.22 million.
- In November 2015, Chinalco Property Development changed its name to Chinalco Investment Development Co., Ltd.* (中鋁投資發展有限公司).
- (viii) In January 2015, Guangxi Investment signed an agreement with Fusheng Freight Co., Ltd.* (廣西福盛航運有限責任公司) ("Fusheng Freight") and Pinghai Industrial Trading Co., Ltd.* (平果縣平海工貿有限公司) ("Pinghai Trading") to set up Guangxi Huazhong Cement Co., Ltd.* (廣西華眾水泥有限責任公司) ("Guangxi Huazhong"). Pursuant to the agreement, Guangxi Investment, Fusheng Freight and Pinghai Trading shall make capital injection amounting to RMB42.9 million, RMB63.7 million and RMB15.9 million, respectively. As at December 31, 2015, Guangxi Investment has made a capital injection amounting to RMB21 million in return for 35% equity interest in Guangxi Huazhong and has the capital injection commitment amounting to RMB21.9 million.
- (ix) In April 2015, an associate of Ningxia Energy, Ningxia Ling Wu Power Co., Ltd.* (寧夏靈武發電有限責任公司) ("Lingwu Power") declared cash dividends of RMB290 million to Ningxia Energy, among which RMB45 million has been used to make additional capital injection to Lingwu Power and the remaining amount of RMB245 million has been received in 2015.
- (x)

In November 2015, the Company has made a capital injection of RMB1.6 million in cash to Chalco Taiyue New Material Co. Ltd.* (中鋁太嶽新材料有限公司).

(xi) On January 5, 2015, the proposal regarding the transfer of 207,451,915 tradable shares in Jiaozuo Wanfang (represents 17.246% of all of the shares of Jiaozuo Wanfang) held by the Group was approved by the board of directors of the Company. During 2015, the Group disposed of 177,869,858 shares or 14.786% of Jiaozuo Wanfang and recognized the realized gain of RMB832 million. As of December 31, 2015, the Group held 2.46% of equity interest in Jiaozuo Wanfang.

(xii) In August 2015, an associate of Ningxia Energy, Ningxia Ning Dong Power Co., Ltd* (寧夏寧東發電有限責任公司) ("Ning Dong Power") declared cash dividends of RMB88 million to Ningxia Energy which received the amount of RMB70 million before December 31, 2015.

(xiii) In August 2015, an associate of the Company, ABC-CA declared and paid cash dividends of RMB6 million to the Company.

* The English names represent the best effort by the management of the Group in translating their Chinese names as they do not have any official English names.

As at December 31, 2015, the investment in an associate of the Company at a net carrying value amounting to RMB421 million (December 31, 2014: RMB451 million) was pledged for bank and other borrowings as set out in note 25 to the financial statements.

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ALUMINUM CORPORATION OF CHINA LIMITED
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9. INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (Continued)

(b) Investments in associates (Continued)

As at December 31, 2015, except for Jiaozuo Wanfang, which is a listed company, all associates of the Group are unlisted.

As at December 31, 2015, particulars of the Group's material associates are as follows:

Name	Place of establishment and operation	Registered and paid-in capital	Principal activities	Effective equity interest held		
				Ownership interest	Voting power	Profit sharing
Ling Wu Power	PRC/Mainland of China	Registered Capital 1,300,000 Paid-in capital 2,050,239	Thermal power generation	35%	35%	35%
Ning Dong Power	PRC/Mainland of China	900,000	Thermal power generation	35%	35%	35%

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ALUMINUM CORPORATION OF CHINA LIMITED
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9. INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (Continued)

(b) Investments in associates (Continued)

Ling Wu Power, which is considered a material associate of the Group, is accounted for using the equity method.

The following table illustrates the summarized financial information in respect of Ling Wu Power:

	2014	2015
Cash and cash equivalents	59,718	73,001
Other current assets	1,536,117	1,278,209
Current assets	1,595,835	1,351,210
Non-current assets	9,472,756	9,669,618
Financial liabilities	1,784,353	2,359,825
Other current liabilities	19,553	10,556

Current liabilities	1,803,906	2,370,381
Non-current liabilities	<u>5,513,160</u>	<u>5,043,634</u>
Net assets	<u>3,751,525</u>	<u>3,606,813</u>
Non-controlling interests	<u>-</u>	<u>-</u>
Reconciliation to the Group's interest in the associate:		
Proportion of the Group's ownership	35%	35%
Group's share of net assets of the associate	<u>1,313,034</u>	<u>1,262,385</u>
Carrying amount of the investment	<u>1,313,034</u>	<u>1,262,385</u>

	2013*	2014	2015
Revenue	4,607,886	4,938,969	4,319,345
Gross profit	1,483,638	1,395,909	1,190,966
Interest income	2,822	2,240	2,140
Depreciation and amortisation	511,499	599,728	610,910
Interest expenses	419,839	387,620	312,128
Profit before income tax	811,031	704,363	629,564
Income tax	<u>(11,085)</u>	<u>106,440</u>	<u>75,404</u>
Profit and total comprehensive income for the year	<u>822,116</u>	<u>597,923</u>	<u>554,160</u>
Other comprehensive income	<u>-</u>	<u>-</u>	<u>-</u>
Dividend received	<u>-</u>	<u>-</u>	<u>289,605</u>

* Ningxia Energy became a subsidiary of the Company on January 23, 2013. Ling Wu Power, an associate of Ningxia Energy, became an associate of the Group upon the completion of its acquisition of Ningxia Energy on January 23, 2013 accordingly. The above summarized financial information represents the operating performance of Ling Wu Power since its becoming an associate of the Group.

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9. INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (Continued)

(b) Investments in associates (Continued)

Ning Dong Power, which is considered a material associate of the Group, is accounted for using the equity method.

The following table illustrates the summarized financial information in respect of Ning Dong Power:

	2014	2015
Cash and cash equivalents	88,301	132,881
Other current assets	394,069	303,979
Current assets	482,370	436,860
Non-current assets	<u>4,002,002</u>	<u>3,781,254</u>
Financial liabilities	842,324	794,007
Other current liabilities	<u>153,723</u>	<u>163,571</u>
Current liabilities	996,047	957,578
Non-current liabilities	<u>2,032,785</u>	<u>1,809,171</u>
Net assets	<u>1,455,540</u>	<u>1,451,365</u>

Non-controlling interests	-	-
Reconciliation to the Group's interest in the joint venture:		
Proportion of the Group's ownership	35%	35%
Group's share of net assets of the associate	509,439	507,978
Carrying amount of the investment	509,439	507,978

	2013*	2014	2015
Revenue	1,922,391	1,848,982	1,741,041
Gross profit	664,880	619,062	554,860
Interest income	22,429	1,560	585
Depreciation and amortisation	250,618	258,407	264,634
Interest expenses	206,125	170,366	139,161
Profit before income tax	331,403	301,122	265,123
Income tax	-	-	17,213
Profit and total comprehensive income for the year	331,403	301,122	247,910
Other comprehensive income	-	-	-
Dividend received	8,611	58,953	88,230

* Ningxia Energy became a subsidiary of the Company on January 23, 2013. Ning Dong Power, an associate of Ningxia Energy, became an associate of the Group upon the completion of its acquisition of Ningxia Energy on January 23, 2013 accordingly. The above summarized financial information represents the operating performance of Ning Dong Power since its becoming an associate of the Group.

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9. INVESTMENTS IN JOINT VENTURES AND ASSOCIATES (Continued)

(b) Investments in associates (Continued)

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

	2014	2015
Share of the associates' profits and losses	35,909	3,806
Share of the associates' other comprehensive income	-	4,658
Share of the associates' total comprehensive income	35,909	8,464
Aggregate carrying amount of the Group's investments in the associates	3,018,495	3,832,338

As at December 31, 2015, the proportionate interests of the Group in the associates' capital commitments amounted to RMB2 million (December 31, 2014: RMB18 million).

There were no material contingent liabilities relating to the Group's interests in the associates and the associates themselves.

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10. AVAILABLE-FOR-SALE FINANCIAL INVESTMENTS

	December 31, 2014	December 31, 2015
Current portion		
Stated at fair value		
Short-term investments, at fair value <i>(Note (i))</i>	4,635,600	224,820
Non current portion		
Stated at fair value		
Listed equity investments <i>(Note (ii))</i>	-	59,940
Stated at cost		
Unlisted equity investments <i>(Note (iii) (iv))</i>	75,211	73,211
Less: provision for impairment <i>(Note (iv))</i>	361	2,711
	74,850	70,500
	74,850	130,440

Note:

- (i) The short-term investments stated at fair value as at December 31, 2014 and 2015 represented financial products issued by banks. The fair values of the short-term investments have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.
- (ii) The long-term investment stated at fair value as at December 31, 2015 represented the Group's investment in Dongxing Securities Corporation Limited (東興證券股份有限公司), which was an unlisted company in 2014 and got listed on the Shanghai Stock Exchange in February 2015.
- (iii) As at December 31, 2015, unlisted equity investments with a carrying amount of RMB71 million (December 31, 2014: RMB75 million) were stated at cost less impairment. The directors of the Company are of the opinion that as these available-for-sale financial investments do not have a quoted market price in an active market and their fair value cannot be reliably measured, and therefore, the available-for-sale financial investments are stated as cost.
- (iv) As at December 31, 2015, Ningxia Energy has made a full impairment provision amounting to RMB2 million of the equity investment in Western Electric Commercial Co., Ltd. (西部電子商務股份有限公司).

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11. DEFERRED TAX

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred taxes relate to the same tax authority.

The movements in deferred tax assets and liabilities during the year ended December 31, 2014 and 2015, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

Movements in deferred tax assets:

	Provision for impairment	Accrued expenses	Tax losses	Unrealized profit at consolidation	Others	Total
As at January 1, 2014	504,281	76,923	1,008,091	74,821	227,514	1,891,630
Credited/(charged) to profit or loss	548,001	280,678	(299,417)	63,209	(81,007)	511,464
As at December 31, 2014	1,052,282	357,601	708,674	138,030	146,507	2,403,094
As at January 1, 2015	1,052,282	357,601	708,674	138,030	146,507	2,403,094
Disposal of a subsidiary <i>(note 40(a))</i>	-	(3,057)	-	-	-	(3,057)
Credited/(charged) to profit or loss	(62,759)	(139,047)	94,466	(36,571)	73,588	(70,323)
Other Changes	-	-	-	-	(51,167)	(51,167)
As at December 31, 2015	989,523	215,497	803,140	101,459	168,928	2,278,547

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11. DEFERRED TAX (Continued)

Movements in deferred tax liabilities:

	Interest capitalisation	Fair value changes of financial assets	Depreciation and amortisation	Unrealized losses of consolidation	Assets of rehabilitation obligation	Fair value adjustments arising from acquisition of subsidiaries	Investment in a subsidiary	Investment in an associate	Total
As at January 1, 2014	82,283	56	6,952	9,085	5,080	1,083,014	-	-1,186,470	
Exchange realignment	-	-	-	-	-	179	-	-	179
(Credited)/charged to profit or loss	(3,272)	29,533	369	(9,085)	9,773	(23,070)	1,086,686	234,719	1,325,653
As at December 31, 2014	<u>79,011</u>	<u>29,589</u>	<u>7,321</u>	<u>-</u>	<u>14,853</u>	<u>1,060,123</u>	<u>1,086,686</u>	<u>234,719</u>	<u>5,512,302</u>
As at January 1, 2015	79,011	29,589	7,321	-	14,853	1,060,123	1,086,686	234,719	5,512,302
Exchange realignment	-	-	-	-	-	1,836	-	-	1,836
Disposal of Subsidiaries	-	-	-	-	-	(36,389)	-	-	(36,389)
(note 40(b)) (Credited)/charged to profit or loss	(8,002)	(28,678)	333	4,889	(14,853)	(24,903)	(286,046)	(198,782)	(556,042)
	<u>71,009</u>	<u>911</u>	<u>7,654</u>	<u>4,889</u>	<u>-</u>	<u>1,000,667</u>	<u>800,640</u>	<u>35,937</u>	<u>1,921,707</u>

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11. DEFERRED TAX (Continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	December 31, 2014	December 31, 2015
Net deferred tax assets	<u>952,057</u>	<u>1,362,995</u>
Net deferred tax liabilities	<u>1,061,265</u>	<u>1,006,155</u>

As at December 31, 2015, no deferred tax liability was recognized for taxable temporary differences amounting to RMB1,407 million (December 31, 2014: Nil). The taxable temporary differences are associated with investments in subsidiaries, joint ventures and associates. The Group can control the reversal of such taxable temporary differences and expect they will not reverse in the foreseeable future.

As at December 31, 2015, the Group has not recognized deferred tax assets of RMB5,582 million (December 31, 2014: RMB5,641 million) in respect of accumulated tax losses amounting to RMB22,328 million (December 31, 2014: RMB22,564 million) arising in Mainland China that can be carried forward for offsetting against future taxable income, and deferred tax assets of RMB2,057 million (December 31, 2014: RMB1,922 million) in respect of deductible temporary differences amounting to RMB8,227 million (December 31, 2014: RMB7,686 million) as it was not considered probable that those assets would be realized. The above tax losses will expire in one to five years if unused.

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ALUMINUM CORPORATION OF CHINA LIMITED
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11. DEFERRED TAX (Continued)

As at December 31, 2015, the expiry profile of these tax losses was analysed as follows:

	December 31, 2014	December 31, 2015
Expiring in		
2015	106,146	-
2016	369,627	63,812
2017	4,840,206	3,812,061
2018	9,066,562	8,463,049
2019	8,181,448	8,299,794
2020	N/A	1,688,920
	<u>22,563,989</u>	<u>22,327,636</u>

As at December 31, 2015, deferred tax assets amounting to RMB1,363 million (December 31, 2014: RMB952 million) were recognized for tax losses and deductible temporary differences carried forward to the extent that the realisation of the related tax benefit is probable. The recognition of these deferred tax assets is supported by forecast of future taxable profits available to the Group.

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ALUMINUM CORPORATION OF CHINA LIMITED
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12. OTHER NON-CURRENT ASSETS

	December 31, 2014	December 31, 2015
Financial assets		
- Receivables from disposal of subsidiaries, business and assets	8,195,904	4,252,776
- Receivables from disposal of Guizhou Branch's aluminum plant and properties	-	1,203,239
- Other long-term receivables	<u>197,218</u>	<u>601,446</u>
	<u>8,393,122</u>	<u>6,057,461</u>
Advances and deposits paid to suppliers	2,463,700	1,153,948
Prepayment for mining rights	811,184	773,113
Long-term prepaid expenses	317,275	313,000
Deferred losses for sales and lease back transactions (Note)	90,019	1,131,018
Others	<u>403,904</u>	<u>403,165</u>
	<u>4,086,082</u>	<u>3,774,244</u>
	<u>12,479,204</u>	<u>9,831,705</u>

(i) Note: As disclosed in note 21, the Group entered into several sales and lease back agreements which constitute finance leases during the year of 2014 and 2015. The deferred losses resulted from the sale are classified as other non-current assets and were amortized over the useful lives of the assets leased back.

As at December 31, 2015, except for an amount included in receivables from disposal of subsidiaries, business and assets amounting to RMB2,684 million (December 31, 2014: RMB5,058 million), an amount included in advances and deposits paid to suppliers amounting to RMB1,115 million (December 31, 2014: RMB1,836 million) which were denominated in USD, all amounts in other non-current assets were denominated in RMB (December 31, 2014: all in RMB).

As at December 31, 2015 and December 31, 2014, except for receivables from disposal of subsidiaries, business and assets, a prepayment paid to a supplier and a loan to Shanxi Huaxing which were interest-bearing assets, all amounts in other non-current assets were non-interest-bearing (December 31, 2014: all non-interest-bearing).

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ALUMINUM CORPORATION OF CHINA LIMITED
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13. INVENTORIES

	December 31, 2014	December 31, 2015
Raw materials	9,575,425	8,719,067
Work-in-progress	6,624,732	5,675,679
Finished goods	7,461,754	7,274,774
Spare parts	879,755	836,102
Packaging materials and others	45,977	41,490
	<u>24,587,643</u>	<u>22,547,112</u>
Less: provision for impairment of inventories	<u>(2,044,297)</u>	<u>(2,370,084)</u>
	<u>22,543,346</u>	<u>20,177,028</u>

Movements in the provision for impairment of inventories are as follows:

	December 31, 2014	December 31, 2015
As at January 1	1,377,901	2,044,297
Provision for impairment of inventories	1,746,351	1,997,719
Reversal arising from increase in net realisable value	(358,750)	(228,673)
Reversal upon sales of inventories	(721,205)	(1,152,179)
Disposal of subsidiaries	-	(270,741)
Transfer to assets of a disposal group classified as held for sale	-	(20,339)
As at December 31	<u>2,044,297</u>	<u>2,370,084</u>

As at December 31, 2015, the Group had no pledged inventories (December 31, 2014: RMB50 million) for bank and other borrowings as set out in note 25 to the financial statements.

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ALUMINUM CORPORATION OF CHINA LIMITED
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14. TRADE AND NOTES RECEIVABLES

	December 31, 2014	December 31, 2015
Trade receivables	3,702,007	4,394,814
Less: provision for impairment of receivables	<u>(719,992)</u>	<u>(510,336)</u>
	2,982,015	3,884,478
Notes receivable	<u>2,350,519</u>	<u>1,266,561</u>
	<u>5,332,534</u>	<u>5,151,039</u>

As at December 31, 2015, except for trade and notes receivables of the Group amounting to RMB1,451 million which were denominated in USD (December 31, 2014: RMB901 million in USD), all trade and notes receivables were denominated in RMB (December 31, 2014: all in RMB).

Trade receivables are non-interest-bearing and are generally on terms of 3 to 12 months. Certain of the Group's sales were on advanced payments or documents against payment. In some cases, these terms are extended for qualifying long term customers that have met specific credit requirements. As at December 31, 2015, the ageing analysis of trade and notes receivables was as follows:

	December 31, 2014	December 31, 2015
Within 1 year	4,425,910	3,881,858
Between 1 and 2 years	678,508	326,631
Between 2 and 3 years	120,418	667,601
Over 3 years	827,690	785,285
	<u>6,052,526</u>	<u>5,661,375</u>
Less: provision for impairment of receivables	<u>(719,992)</u>	<u>(510,336)</u>
	<u>5,332,534</u>	<u>5,151,039</u>

The credit quality of trade and notes receivables that are neither past due nor impaired is assessed by reference to the counterparties' default history. As at December 31, 2015, there was no history of default for these customers.

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ALUMINUM CORPORATION OF CHINA LIMITED
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14. TRADE AND NOTES RECEIVABLES *(Continued)*

As at December 31, 2014, the ageing analysis of past due but not impaired trade and notes receivables was as follows:

	December 31, 2014	December 31, 2015
Past due for 1 year	668,467	172,597
Past due for 1 to 2 years	55,029	651,928
Past due for over 2 years	346,851	445,587
	<u>1,070,347</u>	<u>1,270,112</u>
Not past due	<u>4,262,187</u>	<u>3,880,927</u>
	<u>5,332,534</u>	<u>5,151,039</u>

The balances of trade and notes receivables that were past due but not impaired relate to a number of individual customers for whom there was no recent history of default. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered recoverable within 12 months as at December 31, 2015.

Included in the Group's trade receivables are amounts due from the Group's joint ventures of RMB28 million (December 31, 2014: RMB8 million), which are repayable on credit terms similar to those offered to the major customers of the Group.

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ALUMINUM CORPORATION OF CHINA LIMITED
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14. TRADE AND NOTES RECEIVABLES *(Continued)*

As at December 31, 2015, the Group had pledged trade receivables amounting to RMB360 million (December 31, 2014: RMB270 million) and notes receivable amounting to RMB27 million (December 31, 2014: RMB98 million) for bank and other borrowings as set out in note 25 to the financial statements.

As at December 31, 2015, trade and notes receivables of RMB695 million (December 31, 2014: RMB988 million) of the Group were impaired and provisions of RMB510 million (December 31, 2014: RMB720 million) were made. The individually impaired receivables mainly relate to customers which are in unexpected difficult economic situations and it was expected that only a portion of these receivables would be recovered. The ageing analysis of these trade receivables is as follows:

	December 31, 2014	December 31, 2015
Within 1 year	2,815	1,348
Between 1 and 2 years	242,846	22,052
Between 2 and 3 years	97,317	275,330
Over 3 years	645,002	396,088
	987,980	694,818
Less: provision for impairment	(719,992)	(510,336)
	<u>267,988</u>	<u>184,482</u>

Movements in the provision for impairment of trade and notes receivables are as follows:

	2014	2015
As at January 1	611,510	719,992
Provision for impairment	135,682	6,847
Written off	(3,625)	(11,452)
Reversal	(23,575)	(179,193)
Disposal of subsidiaries <i>(Note)</i>	-	15,644
Transfer to assets of a disposal group classified as held for sale	-	(1,980)
Others	-	(39,522)
As at December 31	<u>719,992</u>	<u>510,336</u>

Note: As set out in note 40 (b), the Group lost control of Ningxia photovoltaic subsidiaries and the trade receivables due from these companies eliminated previously become receivables due from third parties, which have been fully impaired.

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14. TRADE AND NOTES RECEIVABLES *(Continued)*

As at December 31, 2015, the Group derecognized discounted notes receivables accepted by banks in the PRC to financial institutions with a carrying amount in aggregate of RMB1,021 million (December 31, 2014: RMB1,374 million), and endorsed notes receivables accepted by banks in the PRC to certain of its suppliers in order to settle the trade payables due to such suppliers with a carrying amount in aggregate of RMB13,052 million (December 31, 2014: RMB12,741 million). The above discounted notes and endorsed notes are collectively referred to as the "Derecognized Notes". The Derecognized Notes have a maturity from one to twelve months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognized Notes, including the financial institutions and the suppliers, have a right of recourse against the Group if the PRC banks default (the "Continuing Involvement"). In the opinion of the directors of the Company, the Group has transferred substantially all risks and rewards relating to the Derecognized Notes. Accordingly, it has derecognized the full carrying amounts of the Derecognized Notes and has derecognized the associated trade payables for the endorsed notes or has not recognized any short-term loans for the discounted notes. The maximum exposure to loss from the Group's Continuing Involvement in the Derecognized Notes and the undiscounted cash flows to repurchase these Derecognized Notes is equal to their carrying amounts. In the opinion of the directors of the Company, the fair values of the Group's Continuing Involvement in the Derecognized Notes are not significant.

For the years ended December 31, 2014 and 2015, the Group has not recognized any gain or loss on the date of transfer of the Derecognized Notes. No gains or losses were recognized from the Continuing Involvement, both during the year or cumulatively.

As at December 31, 2015, the Group has not derecognized notes receivable accepted by banks in the PRC endorsed to certain of its suppliers in order to settle the trade payables due to such suppliers with a carrying amount of RMB937 million (December 31, 2014: RMB1,074 million). In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to such endorsed notes, and accordingly, it continued to recognize the full carrying amounts of the endorsed notes and recognized the associated trade payables settled for the endorsed notes. Subsequent to the endorsement, the Group did not retain any rights on the use of the endorsed notes, including the sale, transfer or pledge of the endorsed notes to any other third parties. None of the endorsed notes settled during the year has been recourse as at December 31, 2015 (December 31, 2014: nil).

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15. OTHER CURRENT ASSETS

	December 31, 2014	December 31, 2015
Financial assets		
- Advances and deposits paid to suppliers	248,070	504,179
- Dividends receivable	125,159	118,061
- Receivables from sales of non-core businesses	152,753	286,415
- Entrusted loans and loans receivable from third parties	275,091	1,657,849
- Entrusted loans and loans receivable from related parties	1,152,022	1,111,954
- Receivables from disposals of subsidiaries, business and assets	4,307,951	4,321,024
- Receivable from disposal of Shanxi Huaxing (note 40(a))	-	1,646,035
- Receivable from disposal of Hong Kong property (note 8, note 36(a)(xiii))	-	218,130
- Interest receivable	103,060	95,304
- Recoverable reimbursement for freight charges	203,649	147,420
- Other financial assets	660,435	752,110
	<u>7,228,190</u>	<u>10,858,481</u>
Less: provision for impairment	<u>(407,198)</u>	<u>(1,666,394)</u>
	6,820,992	9,192,087
Receivable of value-added tax refund	18,891	53,458
Advances to employees	94,364	107,857
Value-added tax recoverable	2,355,758	2,079,039
Deposits for investment projects	40,136	27,515
Prepaid income tax	248,903	238,916
Prepayments to related parties for purchases	157,988	113,319
Prepayments to suppliers for purchases and others	3,306,921	3,633,301
Others	-	413,813
	<u>6,222,961</u>	<u>6,667,218</u>
Less: provision for impairment	<u>(12,253)</u>	<u>(11,972)</u>
	6,210,708	6,655,246
Total other current assets	<u><u>13,031,700</u></u>	<u><u>15,847,333</u></u>

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15. OTHER CURRENT ASSETS (Continued)

As at December 31, 2015, except for an amount included in receivables from disposal of subsidiaries, business and assets amounting to RMB2,683 million, an amount included in advances and deposits paid to suppliers amounting to RMB540 million and an amount included in other items amounting to RMB280 million, which were denominated in USD, and a receivable from disposal of Hong Kong Properties amounting to RMB218 million in HKD (December 31, 2014: RMB4,091 million in USD, RMB0.1 million in HKD, RMB0.2 million in AUD), all amounts in other current assets were denominated in RMB (December 31, 2014: all in RMB).

As at December 31, 2015 and December 31, 2014, except for entrusted loans and loans receivable and receivables from disposal of subsidiaries, business and assets which were interest-bearing assets, all amounts in other current assets were non-interest-bearing (December 31, 2014: all non-interest-bearing).

Included in the Group's other current assets are amounts due from the Group's joint ventures and associates of RMB1,439 million (December 31, 2014: RMB1,310 million) and RMB0 million (December 31, 2014: RMB91 million) (note 36(b)), respectively, which are repayable according to the loan agreement.

As at December 31, 2015, the ageing analysis of financial assets included in other current assets was as follows:

	December 31, 2014	December 31, 2015
Within 1 year	2,041,011	3,610,577
Between 1 and 2 years	4,433,345	970,569
Between 2 and 3 years	94,759	4,748,951
Over 3 years	659,075	1,528,384
	<u>7,228,190</u>	<u>10,858,481</u>
Less: provision for impairment	(407,198)	(1,666,394)
	<u>6,820,992</u>	<u>9,192,087</u>

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15. OTHER CURRENT ASSETS (Continued)

As at December 31, 2015, the ageing analysis of past due but not impaired financial assets included in other current assets was as follows:

	December 31, 2014	December 31, 2015
Past due for 1 year	334,976	848,338
Past due for 1 to 2 years	75,159	53,745
Past due for over 2 years	279,301	345,172
	<u>689,436</u>	<u>1,247,255</u>
Not past due	6,131,556	7,944,832
	<u>6,820,992</u>	<u>9,192,087</u>

The credit quality of other current assets that were not impaired is assessed by reference to the counterparties' default history. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered recoverable within one year.

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ALUMINUM CORPORATION OF CHINA LIMITED
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15. OTHER CURRENT ASSETS (Continued)

As at December 31, 2015, other current assets of RMB2,133 million (December 31, 2014: RMB436 million) of the Group were impaired and provisions of RMB1,678 million (December 31, 2014: RMB419 million) were made. The ageing analysis of these current assets is as follows:

	December 31, 2014	December 31, 2015
Within 1 year	22,059	278,094
Between 1 and 2 years	5,729	265,415
Between 2 and 3 years	24,802	378,985
Over 3 years	383,755	1,210,774
	<u>436,345</u>	<u>2,133,268</u>
Less: provision for impairment	(419,451)	(1,678,366)

<u>16,894</u>	<u>454,902</u>
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Movements in the provision for impairment of other current assets are as follows:

	2014	2015
As at January 1	467,491	419,451
Provision for impairment	43,133	-
Reversal	(12,976)	(59,804)
Disposal of subsidiaries (Note)	-	1,321,712
Transfer to non-current assets held for sale	-	(21)
Others	<u>(78,197)</u>	<u>(2,972)</u>
As at December 31	<u>419,451</u>	<u>1,678,366</u>

Note: As set out in note 40 (b), the Group lost control of Ningxia photovoltaic subsidiaries and the trade receivables due from these companies eliminated previously become receivables due from third parties, which have been fully impaired.

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16. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH AND TIME DEPOSITS

	December 31, 2014	December 31, 2015
Restricted cash	1,655,090	1,734,739
Time deposits	<u>8,500</u>	<u>-</u>
Restricted cash and time deposits	1,663,590	1,734,739
Cash and cash equivalents	<u>16,268,600</u>	<u>20,753,136</u>
	<u>17,932,190</u>	<u>22,487,875</u>

Restricted cash mainly represented deposits held for use in issued notes payable and letters of credit.

As at December 31, 2015, the Group had no time deposits. (December 31, 2014: the Group had RMB8.5 million time deposits, of which the annual effective interest rate was 3.06% with average maturity of three months to one year).

As at December 31, 2015, bank balances and cash on hand of the Group were denominated in the following currencies:

	December 31, 2014	December 31, 2015
RMB	14,862,816	20,987,018
USD	3,055,287	1,492,849
HKD	4,889	2,968
EUR	6,387	753
AUD	2,751	2,476
IDR	<u>60</u>	<u>1,811</u>
	<u>17,932,190</u>	<u>22,487,875</u>

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances, time deposit and restricted cash are deposited with creditworthy banks with no recent history of default.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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*(Amounts expressed in thousands of RMB unless otherwise stated)***17. ASSETS AND LIABILITIES OF A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE AND NON-CURRENT ASSETS HELD FOR SALE****(a) Assets and liabilities of a disposal group classified as held for sale**

Certain assets and liabilities of Chalco Shandong Co., Ltd.* (中鋁山東有限公司) ("Chalco Shandong") have been presented as held for sale following the assets exchange agreement signed on June 25, 2015 to exchange certain assets and liabilities with Shandong Aluminum Corporation* (山東鋁業公司) ("Shandong Aluminum"), a subsidiary of Chinalco. In accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*, the assets and liabilities of Chalco Shandong to be exchanged under the assets exchange agreement are classified as assets and liabilities of a disposal group held for sale, respectively.

The major classes of assets and liabilities of Chalco Shandong classified as held for sale as at December 31, 2015 are as follows:

	Carrying amount after classification as held for sale
Property, plant and equipment (<i>note 7</i>)	66,615
Other assets	<u>133,572</u>
Assets of a disposal group classified as held for sale	200,187
Trade payables	22,522
Other liabilities	<u>1,343</u>
Liabilities of a disposal group classified as held for sale	<u>23,865</u>
Net carrying amount of a disposal group	<u>176,322</u>

* The English names represent the best effort by the management of the Group in translating their Chinese names as they do not have any official English names.

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ALUMINUM CORPORATION OF CHINA LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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*(Amounts expressed in thousands of RMB unless otherwise stated)***17. ASSETS AND LIABILITIES OF A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE AND NON-CURRENT ASSETS HELD FOR SALE (Continued)****(b) Non-current assets held for sale**

In November 2015, the Company, Chinalco and Chinalco Capital Holdings Co., Ltd.* (中鋁資本控股有限公司) ("Chinalco Capital") which was wholly-owned subsidiary of Chinalco, entered into the Capital Contribution Agreement (the "Chinalco Capital Capital Increase Agreement"), pursuant to which, the Company made a capital injection to Chinalco Capital by way of 15% equity interest held by the Company in ABC-CA and cash of RMB150 million in return for equity interest in Chinalco Capital. The appraised value of equity interest in ABC-CA is RMB1,888 million, 15% of which is valued at RMB283 million.

As of December 31, 2015, the directors of the Company consider the capital injection will be completed during 2016. Hence, the Company reclassified 15% equity interest in ABC-CA as held-for-sale non-current assets based on its carrying value as of December 31, 2015.

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ALUMINUM CORPORATION OF CHINA LIMITED**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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*(Amounts expressed in thousands of RMB unless otherwise stated)***18. SHARE CAPITAL**

	Number of shares in issue		Share capital	Share premium
	A shares	H shares		
At January 1, 2014	9,580,522	3,943,966	13,524,488	13,098,082

At December 31, 2014 and January 1, 2015	9,580,522	3,943,966	13,524,488	13,098,082
Issuance of A shares (<i>Note</i>)	1,379,310	-	1,379,310	6,518,162
Business combination under common control (<i>note 39</i>)	-	-	-	(37,662)
	<u>10,959,832</u>	<u>3,943,966</u>	<u>14,903,798</u>	<u>19,578,582</u>

Note:

As at December 31, 2014 and 2015, all issued shares are registered and fully paid. Both A shares and H shares rank pari passu with each other.

The Company completed the non-public issuance of 1,379,310,344 A shares on June 15, 2015 pursuant to the specific mandate as approved at the annual general meeting of the Company on June 27, 2014. Upon completion of the non-public issuance, the total number of shares of the Company increased from 13,524,487,892 shares to 14,903,798,236 shares. According to the "Capital Verification Report of Ernst & Young Hua Ming LLP (2015) Yan Zi No. 60968352-A02" (the "Capital Verification Report") issued by Ernst & Young Hua Ming LLP on the receipt of proceeds raised under the non-public issuance of the Company, as of May 21, 2015, total proceeds of RMB8,000 million and net proceeds of RMB7,897 million after deducting all relevant expenses in respect of this non-public issuance of RMB103 million were transferred to the designated account of the Company.

The Company had completed the relevant procedures of registration and custody for the non-public issuance at Shanghai Branch of China Securities Depository and Clearing Corporation Limited on June 15, 2015. As a result of the non-public issuance, the Company's share capital increased by RMB1,379 million, and the share premium increased by RMB6,518 million.

19. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages F12 to F14 of the financial statements.

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ALUMINUM CORPORATION OF CHINA LIMITED NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued) For the years ended December 31, 2013, 2014 and 2015 (Amounts expressed in thousands of RMB unless otherwise stated)

20. INTEREST BEARING LOANS AND BORROWINGS

	December 31, 2014	December 31, 2015
Long-term loans and borrowings		
Finance lease payables (<i>note 21</i>)	<u>1,429,446</u>	<u>6,656,038</u>
Bank and other loans (<i>Note (a)</i>)		
- Secured (<i>Note (f)</i>)	15,301,820	14,202,953
- Guaranteed (<i>Note (e)</i>)	1,652,737	1,791,207
- Unsecured	<u>14,991,787</u>	<u>16,373,473</u>
	<u>31,946,344</u>	<u>32,367,633</u>
Medium-term notes and bonds and long-term bonds (<i>Note (b)</i>)		
- Guaranteed (<i>Note (e)</i>)	1,993,821	1,996,270
- Unsecured	<u>20,237,772</u>	<u>25,715,582</u>
	<u>22,231,593</u>	<u>27,711,852</u>
Total long-term loans and borrowings	55,607,383	66,735,523
Current portion of finance lease payables (<i>note 21</i>)	(269,548)	(1,511,161)
Current portion of medium-term notes	(3,995,762)	(6,896,181)
Current portion of long-term bank and other loans	<u>(6,572,862)</u>	<u>(4,602,511)</u>
Non-current portion of long-term loans and borrowings	<u>44,769,211</u>	<u>53,725,670</u>

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20. INTEREST BEARING LOANS AND BORROWINGS (Continued)

	December 31, 2014	December 31, 2015
Short-term loans and borrowings		
Bank and other loans (Note (c))		
- Secured (Note (f))	2,653,200	2,201,584
- Guaranteed (Note (e))	1,247,159	400,000
- Unsecured	37,084,037	32,147,703
	<u>40,984,396</u>	<u>34,749,287</u>
Short-term bonds, unsecured (Note (d))	23,536,390	6,663,722
Current portion of finance lease payable (note 21)	269,548	1,511,161
Current portion of medium-term notes	3,995,762	6,896,181
Current portion of long-term bank and other loans	6,572,862	4,602,511
Total short-term borrowings and current portion of long-term loans and borrowings	<u>75,358,958</u>	<u>54,422,862</u>

As at December 31, 2015, except for loans and borrowings of the Group amounting to RMB23 million (December 31, 2014: RMB24 million) and RMB3,711 million (December 31, 2014: RMB4,957 million) which were denominated in JPY and USD, respectively, all loans and borrowings were denominated in RMB.

As at December 31, 2015, interest-bearing loans and borrowings of RMB4,849 million including a finance lease payable of RMB220 million (December 31, 2014: interest-bearing loans and borrowings of RMB1,333 million including a finance lease payable of RMB304 million) and a finance lease payable of RMB1,221 million (December 31, 2014: none) were due to Chinalco Finance Company Limited ("Chinalco Finance") (中鋁財務有限責任公司) and Chinalco Financial Leasing, subsidiaries of Chinalco, respectively, as set out in note 36(b).

* The English name represents the best effort by the management of the Group in translating its Chinese names as it does not have any official English names.

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20. INTEREST BEARING LOANS AND BORROWINGS (Continued)

Note:

- (a) Long-term bank and other loans
- (i) The maturity of long-term bank and other loans is set out below:

	Loans from banks and other financial institutions		Other loans		Total of long-term bank and other loans	
	December 31, 2014	December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014	December 31, 2015
Within 1 year	6,558,565	4,600,619	14,297	1,892	6,572,862	4,602,511
Between 1 and 2 years	3,316,593	4,863,465	14,467	2,020	3,331,060	4,865,485
Between 2 and 5 years	11,770,086	13,779,643	14,018	6,060	11,784,104	13,785,703
Over 5 years	10,244,278	9,100,933	14,040	13,001	10,258,318	9,113,934
	<u>31,889,522</u>	<u>32,344,660</u>	<u>56,822</u>	<u>22,973</u>	<u>31,946,344</u>	<u>32,367,633</u>

(ii)

Other loans were provided by local bureaus of the Ministry of Finance to the Group. The weighted average annual interest rate of long-term bank and other loans for the year ended December 31, 2015 was 5.51% (2014: 5.64%).

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20. INTEREST BEARING LOANS AND BORROWINGS (Continued)

Note: (Continued)

- (b) Medium-term notes and bonds and long-term bonds

Outstanding long-term bonds and medium-term notes of the Group as at December 31, 2015 are summarized as follows:

	Face value/maturity	Effective interest rate	December 31, 2014	December 31, 2015
2007 long-term bonds	2,000,000/2017	4.64%	1,993,821	1,996,270
2010 medium-term notes	1,000,000/2015	4.34%	998,249	-
2010 medium-term notes	1,000,000/2015	4.20%	998,040	-
2011 medium-term notes	4,900,000/2016	6.03%	4,896,842	4,898,376
2015 medium-term notes	3,000,000/2018	5.53%	-	2,981,028
2015 medium-term notes	1,500,000/2018	5.01%	-	1,487,994
2012 Ningxia Energy medium-term bonds	400,000/2017	6.06%	400,000	400,000
2012 medium-term bonds	2,000,000/2015	5.13%	1,999,473	-
2012 medium-term bonds	3,000,000/2017	5.77%	2,989,167	2,992,788
2013 medium-term bonds	3,000,000/2018	5.99%	2,981,609	2,987,271
2013 medium-term bonds	2,000,000/2016	5.99%	1,994,753	1,997,805
2014 medium-term bonds	3,000,000/2017	7.35%	2,979,639	2,988,140
2015 medium-term bonds	3,000,000/2018	6.11%	-	2,993,630
2015 medium-term bonds	2,000,000/2018	6.08%	-	1,988,550
			22,231,593	27,711,852

Long-term bonds and medium-term notes and bonds were issued for capital expenditure purposes, operating cash flows and bank loan re-financing.

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ALUMINUM CORPORATION OF CHINA LIMITED
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20. INTEREST BEARING LOANS AND BORROWINGS (Continued)

Note: (Continued)

- (c) Short-term bank and other loans

Other loans were entrusted loans provided by state-owned companies to the Group.

The weighted average annual interest rate of short-term bank and other loans for the year ended December 31, 2015 was 5.12% (2014: 5.48%).

- (d) Short-term bonds

Outstanding short-term bonds as at December 31, 2015 are summarized as follows:

	Face value/maturity	Effective interest rate	December 31, 2014	December 31, 2015
2014 short-term bonds	2,000,000/2015	6.45%	2,092,959	-
2014 short-term bonds	3,000,000/2015	5.40%	3,049,586	-
2014 short-term bonds	3,000,000/2015	5.85%	3,115,170	-
2014 short-term bonds	3,000,000/2015	5.94%	3,116,780	-
2014 short-term bonds	3,000,000/2015	5.80%	3,102,335	-

2014 short-term bonds	3,000,000/2015	4.99%	3,028,864	-
2014 short-term bonds	3,000,000/2015	4.75%	3,022,213	-
2014 short-term bonds	3,000,000/2015	5.00%	3,008,483	-
2015 short-term bonds	3,000,000/2016	4.15%	-	3,045,981
2015 short-term bonds	3,000,000/2016	3.85%	-	3,017,741
2015 short-term bonds	600,000/2016	3.35%	-	600,000
			23,536,390	6,663,722

All the above short-term bonds were issued for working capital needs.

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20. INTEREST BEARING LOANS AND BORROWINGS (Continued)

Note: (Continued)

(e) Guaranteed interest-bearing loans and borrowings

Details of the interest-bearing loans and borrowings in which the Group received guarantees are set out as follows:

Guarantors	December 31, 2014	December 31, 2015
Long-term bonds		
Bank of Communications (國宏融資租賃有限公司)	1,993,821	1,996,270
Long-term loans		
Lanzhou Aluminum Factory* (蘭州鋁廠) (Note (i))	16,000	12,000
The Company	-	749,207
Yinxing Energy (Note (ii))	136,000	202,400
Ningxia Energy (Note (ii))	277,400	827,600
Agricultural Bank of China Limited, Head Office, Banking Department (中國農業銀行股份有限公司總行營業部)	1,223,337	-
	1,652,737	1,791,207
Short-term loans		
The Company	587,424	-
Ningxia Energy (Note (ii))	140,000	50,000
Yinxing Energy (Note (ii))	-	50,000
Guizhou Aluminum Plant (貴州鋁廠) (Note (i))	122,000	-
Chalco Trading (Note (ii))	397,735	300,000
	1,247,159	400,000

Note:

(i) The guarantor is a subsidiary of Chinalco.

(ii) The guarantor is a subsidiary of the Group.

(f) Secured interest-bearing loans and borrowings

The assets pledged for bank and other borrowings were set out in note 25 to the financial statements.

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21. FINANCE LEASE PAYABLE

As disclosed in note 7, the Group leased certain machinery under finance leases with lease terms ranging from three to five years.

At December 31, 2015, the total future minimum lease payments under finance leases and their present value are as follows:

	Minimum lease payments		Present value of minimum lease payments	
	December 31 2014	December 31 2015	December 31 2014	December 31 2015
Amounts payable:				
Within one year	318,103	1,815,657	269,548	1,511,161
In the second year	444,022	1,803,103	390,768	1,533,730
In the third to fifth years, inclusive	910,926	3,751,049	769,130	3,611,147
Total minimum finance lease payment	1,673,051	7,369,809	1,429,446	6,656,038
Future finance charges	(243,605)	(713,771)		
Total net finance lease payables (note 20)	1,429,446	6,656,038		
Portion classified as current liabilities (note 20)	(269,548)	(1,511,161)		
Non-current portion	1,159,898	5,144,877		

During 2014 and 2015, the Group entered various sale and leaseback agreements with China Merchants Bank Financial Leasing Co., Ltd. ("CMB Financial Leasing")* (招銀金融租賃有限公司), China Industrial Bank Financial Leasing Co., Ltd. ("CIB Financial Leasing")* (興業金融租賃有限公司), Shenzhen Haotian Financial Leasing Co., Ltd.*(深圳皓天融資租賃有限公司), CCB Financial Leasing Co., Ltd.*(建信金融租賃有限公司), Ruize International Financial Leasing Co., Ltd.*(瑞澤國際租賃有限公司), Pingan International Financial Leasing Co., Ltd. ("Pingan") *(平安國際融資租賃有限公司), Guohong Financial Leasing Co., Ltd.*(國宏融資租賃有限公司), Caterpillar Financial Leasing Co., Ltd.*(卡特皮勒融資租賃有限公司), Chongqing Transportation Equipment Financing Lease Co., Ltd.*(重慶市交通設備融資租賃有限公司), JIC Leasing (Shanghai) Co., Ltd.*(中建投租賃(上海)有限公司), and Chinalco Finance and Chinalco Financial Leasing, which are the related parties of the Group, respectively, under which the Group sold the machinery and construction in progress and leased the assets back.

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21. FINANCE LEASE PAYABLE (Continued)

Set out below are the particulars of these transactions with third-party financial leasing companies, Chinalco Financial Leasing:

i. Sale and leaseback transactions with third-party financial leasing companies:

During the year 2014, the Group and several finance lease companies entered into two sales and lease back agreements under which the lease terms range from 2014 to 2019 and the lease rentals are payable by instalments with interest charged at prevailing lending rates. Upon the expiry of the lease period, the Group is entitled to purchase the leased assets at nominal amount. Below is the summary of sales and lease back arrangements during the year.

	Machinery	Construction in Progress	Total
Original costs of the leased assets sold	2,192,500	-	2,192,500
Net carrying amounts of the leased assets sold	1,492,288	-	1,492,288
Consideration	1,468,840	-	1,468,840
Minimum lease payments	1,732,665	-	1,732,665
Initial recognition amount of leased assets under sales and lease back agreement	1,490,111	-	1,490,111

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21. FINANCE LEASE PAYABLE (Continued)

i. Sale and leaseback transactions with third-party financial leasing companies (Continued):

During the year 2015, the Group and several finance lease companies entered into eight sales and lease back agreements under which the lease terms range from 2015 to 2020 and the lease rentals are payable by instalments with interest charged at prevailing lending rates. Upon the expiry of the lease period, the Group is entitled to purchase the leased assets at nominal amount. Below is the summary of sales and lease back arrangements during the year.

	Machinery	Construction in Progress	Total
Original costs of the leased assets sold	7,287,627	700,000	7,987,627
Net carrying amounts of the leased assets sold	4,491,368	700,000	5,191,368
Consideration	3,833,960	700,000	4,533,960
Minimum lease payments	4,497,289	894,618	5,391,907
Initial recognition amount of leased assets under sales and lease back agreement	<u>3,833,970</u>	<u>700,000</u>	<u>4,533,970</u>

ii. Sale and leaseback transactions with related-party financing leasing company:

During the year 2014, the Group and Chinalco Finance, entered into a sales and lease back agreement under which the lease terms range from 2014 to 2017 and the lease rentals are payable by instalments with interest bearing charged at prevailing lending rates. Upon the expiry of the lease period, the Group is entitled to purchase the leased assets at nominal amount. Below is the summary of sales and lease back arrangement during the year.

	Machinery	Construction in Progress	Total
Original costs of the leased assets sold	397,520	-	397,520
Net carrying amounts of the leased assets sold	391,477	-	391,477
Consideration	300,000	-	300,000
Minimum lease payments	330,819	-	330,819
Initial recognition amount of leased assets under sales and lease back agreement	<u>304,239</u>	<u>-</u>	<u>304,239</u>

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21. FINANCE LEASE PAYABLE (Continued)

ii. Sale and leaseback transactions with related-party financing leasing company (Continued):

During the year 2015, the Group and Chinalco Financial Leasing, entered into six sales and lease back agreements under which the lease terms range from 2015 to 2018 and the lease rentals are payable by instalments with interest bearing charged at prevailing lending rates. Upon the expiry of the lease period, the Group is entitled to purchase the leased assets at nominal amount. Below is the summary of sales and lease back arrangements during the year.

	Machinery	Construction in Progress	Total
Original costs of the leased assets sold	1,692,907	265,180	1,958,087
Net carrying amounts of the leased assets sold	1,201,671	265,180	1,466,851
Consideration	1,150,000	-	1,150,000
Minimum lease payments	1,264,760	-	1,264,760
Initial recognition amount of leased assets under sales and lease back agreement	<u>962,250</u>	<u>187,814</u>	<u>1,150,064</u>

In 2015, the Group disposed of the assets under the aforementioned sales and lease back arrangements and incurred gains and losses of RMB92 million and RMB1,066 million (2014: nil and RMB115 million), respectively, which were amortized over their respective useful lives of the assets.

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22. OTHER NON-CURRENT LIABILITIES

	December 31, 2014	December 31, 2015
Financial liabilities		
- Long-term payables for mining rights	757,185	797,694
- Other financial liabilities	14,109	300
	771,294	797,994
Obligations in relation to early retirement schemes (Note (i))	1,128,572	827,305
Deferred government grants	824,631	1,384,865
Deferred gain relating to sales and lease back agreements Note (ii)	-	88,955
Deferred government subsidies (Note (iii))	104,080	96,780
Provision for rehabilitation	94,195	100,285
Others	14,315	6,475
	<u>2,165,793</u>	<u>2,504,665</u>
	<u>2,937,087</u>	<u>3,302,659</u>

Note:

(i) Obligations in relation to early retirement schemes

During the years ended December 31, 2010 and 2014, certain subsidiaries and branches implemented certain early retirement benefit schemes which allow qualified employees to early retire on a voluntary basis. The Group undertakes obligation to pay the early retirement employees' living expenses for no more than 5 years in the future on a monthly basis according to early retirement benefit schemes, together with social insurance and housing fund pursuant to the regulation of the local Social Security Office. Living expenses, social insurance and housing fund are together referred to as "the Payments". The Payments are forecasted to increase by 3% per annum with reference to the inflation rate and adjusted based on the average death rate of China. The Payments are discounted by the treasury bond rate of December 31, 2014 and 2015, respectively. As at December 31, 2014 and 2015, the current portion of the Payments within one year is reclassified to "other payables and accrued liabilities".

As at December 31, 2014 and 2015, obligations in relation to retirement benefits under the Group's early retirement schemes are as follows:

	2014	2015
As at January 1	80,040	1,374,101
Provision made during the year (note 27(b) and note 30)	1,360,284	34,893
Interest costs	3,868	14,007
Payment during the year	(70,091)	(275,681)
As at December 31	<u>1,374,101</u>	<u>1,147,320</u>
Non-current	1,128,572	827,305
Current (note 22)	245,529	320,015
	<u>1,374,101</u>	<u>1,147,320</u>

(ii) As disclosed in note 21, the Group entered into several sales and lease back agreements which were finance leases during the year. The deferred gains resulting from the sale were classified under other non-current liabilities and were amortized over the useful lives of the assets leased back.

(iii) Deferred government subsidies represent certain national debt fund reserve and other subsidies granted by governmental units to support various qualified technical projects of the Group. These subsidies are deferred at the time they were received and are released when certain pre-determined conditions are met.

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23. OTHER PAYABLES AND ACCRUED LIABILITIES

	December 31, 2014	December 31, 2015
Financial liabilities		
- Payable for capital expenditures	5,599,870	5,119,061
- Accrued interest	923,930	1,112,528
- Payables withheld as guarantees and deposits	960,935	1,040,315
- Dividends payable by subsidiaries to non-controlling shareholders	187,228	233,036
- Consideration payable for investment projects	89,569	98,966
- Current portion of payables for mining rights	519,990	218,158
- Others	920,101	1,002,727
	<u>9,201,623</u>	<u>8,824,791</u>
Sales and other deposits from customers	2,689,453	1,654,058
Taxes other than income taxes payable (Note)	374,721	385,554
Accrued payroll and bonus	277,239	179,580
Staff welfare payables	251,587	276,435
Current portion of obligation in relation to early retirement schemes (note 22)	245,529	320,015
Contribution payable for pension insurance	51,266	123,331
Others	111,756	15,646
	<u>4,001,551</u>	<u>2,954,619</u>
	<u>13,203,174</u>	<u>11,779,410</u>

Note: Taxes other than income taxes payable mainly comprise accruals for value-added tax, resource tax, city construction tax and education surcharge.

As at December 31, 2015, except for other payables and accrued liabilities of the Group amounting to RMB22 million and RMB0.311 million which were denominated in USD and HKD, respectively (December 31, 2014: RMB365 million in USD, RMB0.004 million in HKD), all payables and accrued liabilities were denominated in RMB (December 31, 2014: all in RMB).

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24. TRADE AND NOTES PAYABLES

	December 31, 2014	December 31, 2015
Trade payables	10,517,159	7,785,562
Notes payable	5,234,103	6,720,576
	<u>15,751,262</u>	<u>14,506,138</u>

As at December 31, 2015, except for trade and notes payables of the Group amounting to RMB228 million which were denominated in USD (December 31, 2014: RMB1,450 million in USD, RMB0.2 million in EUR), all trade and notes payables were denominated in RMB (December 31, 2014: all in RMB).

The ageing analysis of trade and notes payables is as follows:

	December 31, 2014	December 31, 2015
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Within 1 year	15,215,869	14,014,456
Between 1 and 2 years	293,832	248,509
Between 2 and 3 years	62,882	55,067
Over 3 years	178,679	188,106
	<u>15,751,262</u>	<u>14,506,138</u>

The trade and notes payables are non-interest-bearing and are normally settled within one year.

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25. PLEDGE OF ASSETS

The Group has pledged various assets as collateral against certain secured borrowings as set out in note 20. As at December 31, 2015, a summary of these pledged assets was as follows:

	December 31, 2014	December 31, 2015
Property, plant and equipment (note 7)	9,249,127	6,102,859
Land use rights (note 8(b))	409,181	257,610
Intangible assets (note 6)	1,124,726	1,241,057
Inventories (note 13)	50,000	-
Investment in an associate (note 9(b))	450,611	421,270
Notes receivable (note 14)	98,000	26,500
Trade receivables (note 14)	<u>270,084</u>	<u>360,000</u>
	<u>11,651,729</u>	<u>8,409,296</u>

As at December 31, 2015, in addition to the loans and borrowings which were pledged by the above assets, the current portion of long-term loans and borrowings amounting to RMB882 million (December 31, 2014: RMB874 million) and the non-current portion of long-term loans and borrowings amounting to RMB10,384 million (December 31, 2014: RMB11,572 million) were secured by the contractual right to charge users for electricity generated in the future. As at December 31, 2015, no short-term loans and borrowings (December 31, 2014: RMB241 million) were secured by letters of credit. As at December 31, 2015, the current portion of long-term loans and borrowings amounting to RMB10 million and non-current portion of long-term loans and borrowings amounting to RMB1,667 million were secured by the investment in a 70.82% owned subsidiary of the Company, Ningxia Energy. As at December 31, 2015, the balance of investment in Ningxia Energy of the Company was RMB5,895 million. In addition, as at December 31, 2015, a short-term loan amounting to RMB80 million (December 31, 2014: nil) was secured by the note receivables in the Group which had been eliminated.

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26. PROFIT/(LOSS) BEFORE INCOME TAX

An analysis of profit or loss before income tax from continuing operations are as follows:

	2013	2014	2015
Purchase of inventories in relation to trading activities	91,157,837	71,647,273	60,318,158
Raw materials and consumables used	38,485,788	34,949,449	28,903,325
Changes in work-in-progress and finished goods	(671,500)	1,014,376	594,799
Power and utilities	21,427,650	17,740,895	15,826,259
Depreciation and amortisation	7,161,026	7,482,802	7,294,988
Employee benefit expenses (Note)	7,327,057	8,153,968	6,056,960
Repair and maintenance	1,474,121	1,857,471	1,797,181
Transportation expenses	<u>1,266,498</u>	<u>1,055,912</u>	<u>1,149,261</u>

Note: For the year ended December 31, 2015, employee benefit expenses include early retirement benefit expenses and termination benefit expenses amounting to RMB35 million (2013 from continuing operations: RMB4 million, 2014: RMB1,360 million) and RMB27 million (2013 from continuing operations: nil, 2014: RMB176 million), respectively.

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27. OPERATING EXPENSES

(a) Selling and distribution expenses

An analysis of selling and distribution expenses from continuing operations are as follows:

	2013	2014	2015
Transportation and loading expenses	1,216,665	1,055,912	1,149,261
Packaging expenses	217,869	249,843	268,244
Port expenses	68,784	61,707	61,212
Employee benefit expenses	70,163	70,418	67,247
Sales commissions and other handling fees	33,479	36,553	12,838
Warehouse and other storage fees	59,460	52,113	74,207
Marketing and advertising expenses	15,220	7,011	4,467
Depreciation of non-production property, plant and equipment (note 7)	33,457	31,896	22,731
Others	158,083	197,578	115,047
	<u>1,873,180</u>	<u>1,763,031</u>	<u>1,775,254</u>

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27. OPERATING EXPENSES (Continued)

(b) General and administrative expenses

An analysis of general and administrative expenses from continuing operations are as follows:

	2013	2014	2015
Early retirement benefit expenses (note 22)	3,788	1,360,284	34,893
Termination benefit expenses (note 30)	-	176,002	26,753
Employee benefit expenses	970,308	1,050,384	954,402
Taxes other than income tax expense (Note (i))	593,896	519,979	560,842
Travelling and entertainment	133,394	89,833	72,446
Depreciation of non-production property, plant and equipment (note 7)	159,030	179,813	172,337
Provision/(Reversal) for impairment of receivables, net	297,337	142,264	(232,150)
Operating lease rental expenses	142,084	118,831	115,440
Legal and other professional fees	51,231	51,164	38,741
Amortisation of land use rights and leasehold land (note 8)	76,994	84,608	86,969
Utilities and office supplies	37,874	34,697	30,283
Repairs and maintenance expenses	39,732	39,134	40,462
Insurance expense	40,693	33,433	17,910
Pollutants discharge fees	24,583	28,984	17,141
Auditors' remuneration (Note (ii))	31,444	25,176	23,666
Amortisation of intangible assets (note 6)	30,372	42,105	32,030
Water and electricity expenses	20,708	24,176	25,427
Property management fees	37,653	40,693	37,314
Bank charges and others	92,608	110,969	95,047
Impairment of intangible assets and land use rights and leasehold land	-	249,228	-
Others	169,503	436,630	184,118
	<u>2,953,232</u>	<u>4,838,387</u>	<u>2,334,071</u>

Note:

(i) Taxes other than income tax expense mainly comprise business tax, surcharges, land use tax, property tax and stamp duty.

(ii) During the year ended December 31, 2015, auditors' remuneration include audit and non-audit services provided by Ernst & Young, including Ernst & Young Hong Kong and Ernst & Young Hua Ming LLP amounting to RMB22.9 million (2013: RMB25.2 million, 2014: RMB22.2 million), and services provided by other auditors.

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28. OTHER INCOME AND OTHER GAIN/(LOSSES), NET

(a) Government grants

For the year ended December 31, 2015, government grants amounting to RMB1,769 million (2013 from continuing operations: RMB806 million, 2014: RMB824 million) were recognized as income for the year necessary to compensate the costs and facilitate the Group's development. There are no unfulfilled conditions or contingencies attached to the grants.

(b) Other (losses) gains, net

	2013	2014	2015
Partial disposal of Jiaozuo Wanfang (note 9(b))	-	-	832,369
Gain on disposal of Shanxi Huaxing (note 40(a))	-	-	2,588,134
Realized gains/(loss) on futures, forward and option contracts, net (Note)	105,565	156,617	(477,733)
Unrealized gains/(loss) on futures, forward and option contracts, net (Note)	10,318	110,250	(213,085)
Gain on acquisition of a subsidiary	651,185	-	-
Gain on previously held equity interest remeasured at acquisition-date fair value	53,953	-	-
Gain on deemed disposal of a subsidiary	804,766	-	-
Gain on disposal of Aluminum Production Line	33,247	-	-
Gain on disposal of investments in a joint venture and associates	5,709	-	-
Gain on disposal of Chalco Iron Ore	5,413,244	-	-
Gain on disposal of aluminum plants and building of Guizhou Branch (note 7)	-	-	1,364,821
Gain on disposal of Hong Kong properties (note 36(a)(xiii))	-	-	209,735
Gain on disposal of urban properties and land use rights for capital injection (note 9(b))	-	-	350,218
Gain on disposal of Gansu Hualu land use right (note 8(b))	-	-	375,025
Gain/(losses) on disposal of other property, plant and equipment and land use rights, net	209,057	(44,144)	18,075
Gain on investments in financial products	18,746	71,023	38,469
Others	93,462	63,189	(62,428)
	<u>7,399,252</u>	<u>356,935</u>	<u>5,023,600</u>

Note: None of these futures, forward and option contracts is designated for hedge accounting.

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29. FINANCE INCOME/FINANCE COSTS

An analysis of finance income/finance costs from continuing operations are as follows:

	2013	2014	2015
Finance income - interest income	<u>(616,576)</u>	<u>(1,047,607)</u>	<u>(812,084)</u>
Interest expense	6,515,655	7,128,947	6,045,011
Less: interest expense capitalized in property, plant and equipment (note 7)	(634,599)	(532,695)	(476,032)

Interest expense, net of capitalized interest	5,881,056	6,596,252	5,568,979
Amortisation of unrecognized finance expenses	82,698	123,881	284,835
Exchange (gain)/losses, net	(99,273)	10,464	95,851
Finance costs	5,864,481	6,730,597	5,949,665
Finance costs, net	5,247,905	5,682,990	5,137,581
Capitalisation rate during the year (note 7)	4.05% to 6.25%	5.80% to 7.10%	4.90% to 6.55%

30. EMPLOYEE BENEFIT EXPENSES

An analysis of employee benefit expenses from continuing operations are as follows:

	2013	2014	2015
Salaries and bonus	4,849,651	4,314,247	3,930,088
Housing fund	472,557	424,238	395,203
Staff welfare and other expenses (Note)	2,001,061	1,879,197	1,670,023
Employment expense in relation to early retirement schemes (note 22 and note 27(b))	3,788	1,360,284	34,893
Employment expenses in relation to termination benefit (note 27(b))	-	176,002	26,753
	7,327,057	8,153,968	6,056,960

Note: Staff welfare and other expenses include staff welfare, staff union expenses, staff education expenses, unemployment insurance expenses and pension insurance expenses, etc.

Employee benefit expenses include remuneration payables to directors, supervisors and senior management as set out in note 31.

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31. DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S REMUNERATION

(a) Directors' and supervisors' remuneration

The aggregate amounts of remuneration payables to directors and supervisors of the Company during the year are as follows:

	2013	2014	2015
Fees	689	622	653
Basic salaries, housing fund, other allowances and benefits in kind	3,297	2,590	1,143
Discretionary bonus	-	-	-
Pension cost	193	316	140
	4,179	3,528	1,936

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31. DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S REMUNERATION (Continued)

(a) Directors' and supervisors' remuneration (Continued)

The remuneration of each director and supervisor of the Company for the year ended December 31, 2013 is set out below:

Name of directors and supervisors	Fees	Salary	Discretionary Bonus	Pension	Total
Directors:					
Xiong Weiping	-	733	-	37	770
Luo Jianchuan	-	653	-	37	690
Liu Caiming (Note (i))	-	164	-	8	172
Liu Xiangmin	-	627	-	37	664
Jiang Yinggang (Note (ii))	-	599	-	37	636
Wu Jianchang (Note (ii))	94	-	-	-	94
Ma Si-hang, Frederick (Note (ii))	94	-	-	-	94
Wu Zhenfang (Note (iii))	63	-	-	-	63
Wang Jun (Note (ii))	75	-	-	-	75
Shi Chungui (Note (iv))	75	-	-	-	75
Lv Youqing (Note (iv))	-	-	-	-	-
Zhang Zhuoyuan (Note (iv))	96	-	-	-	96
Wang Mengkui (Note (iv))	96	-	-	-	96
Zhu Demiao (Note (iv))	96	-	-	-	96
	689	2,776	-	156	3,621
Supervisors:					
Ao Hong (Note (iv))	-	-	-	-	-
Zhao Zhao (Note (ii))	-	-	-	-	-
Yuan Li	-	521	-	37	558
Zhang Zhankui	-	-	-	-	-
	-	521	-	37	558
Total	689	3,297	-	193	4,179

Note:

- (i) As at March 8, 2013, Mr. Liu Caiming resigned as the senior vice president, Chief Financial Officer and member of the Executive Committee of the Company. Meanwhile, Mr. Liu Caiming has been re-designated from an executive director to a non-executive director. On March 18, 2014, Mr. Liu Caiming resigned from the position of a non-executive Director.

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31. DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S REMUNERATION (Continued)

(a) Directors' and supervisors' remuneration (Continued)

Note: (Continued)

- (ii) In accordance with the Company's Articles of Association, all Directors and Supervisors of the Company were appointed for a term of three years, eligible for re-appointment. These directors and supervisor were newly appointed at the 2012 annual general meeting on June 27, 2013.
- (iii) Mr. Wu Zhenfang was elected and appointed as director at the 2013 first extraordinary general meeting on August 30, 2013.
- (iv) Due to the expiry of the term of the fourth session of the Board, these directors and supervisor were no longer served as Directors and Supervisor of the Company since June 27, 2013.

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31. DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S REMUNERATION (Continued)

(a) Directors' and supervisors' remuneration (Continued)

The remuneration of each director and supervisor of the Company for the year ended December 31, 2014 is set out below:

Name of directors and supervisors	Fees	Salary	Discretionary Bonus	Pension	Total
Directors:					
Xiong Weiping	-	606	-	63	669
Luo Jianchuan	-	528	-	63	591
Liu Xiangmin	-	515	-	63	578
Jiang Yinggang	-	491	-	63	554
Wu Jianchang (Note (i))	94	-	-	-	94
Ma Si-hang, Frederick (Note (ii))	189	-	-	-	189
Wu Zhenfang (Note (iii))	189	-	-	-	189
Wang Jun (Note (iv))	150	-	-	-	150
Liu Caiming (Note (v))	-	-	-	-	-
Sun Zhaoxue (Note (vi))	-	-	-	-	-
	622	2,140	-	252	3,014
Supervisors:					
Zhao Zhao	-	-	-	-	-
Yuan Li	-	450	-	64	514
Zhang Zhankui	-	-	-	-	-
	-	450	-	64	514
Total	622	2,590	-	316	3,528

Note:

- (i) On 27 June 2014, Wu Jianchang resigned due to the age, which took effect on 26 February 2015.
- (ii) Ma Si-hang, Frederick was appointed as director at the 2012 general meeting of shareholders on 27 June 2013.
- (iii) Wu Zhenfang was appointed as director at the 2013 first extraordinary general meeting of Shareholders on 30 August 2013.
- (iv) Wang Jun was appointed as director at the 2012 general meeting of Shareholders on 27 June 2013.
- (v) On 18 March 2014, Liu Caiming resigned from the position of a non-executive director. On 26 February 2015, Liu Caiming returned to the position of a non-executive director.
- (vi) On 16 September 2014, Sun Zhaoxue resigned from the position of a non-executive director and a vice president, and he was under investigation.

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31. DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S REMUNERATION (Continued)

(a) Directors' and supervisors' remuneration (Continued)

The remuneration of each director and supervisor of the Company for the year ended December 31, 2015 is set out below:

Name of directors and supervisors	Fees	Salary	Discretionary Bonus	Pension	Total
Directors:					
Ge Honglin (Note (i))	-	-	-	-	-
Ao Hong (Note (ii))	-	-	-	-	-
Luo Jianchuan (Note (ii))	-	-	-	-	-
Liu Xiangmin	-	-	-	-	-
Jiang Yinggang	-	643	-	70	713
Liu Caiming (Note (iii))	-	-	-	-	-
Wang Jun	150	-	-	-	150
Ma Si-hang, Frederick (Note (iv))	192	-	-	-	192
Lie-A-Cheong Tai-Chong, David (Note (iv))	-	-	-	-	-
Chen Lijie (Noted (v))	162	-	-	-	162
Hu Shihai (Noted (vi))	102	-	-	-	102
Wu Zhenfang (Noted (ix))	47	-	-	-	47
Wu Jianchang (Noted (x))	-	-	-	-	-

	653	643	-	70	1,366
Supervisors:					
Zhao Zhao	-	-	-	-	-
Yuan Li	-	500	-	70	570
Zhang Zhankui (Note (vii))	-	-	-	-	-
Wang Jun (Note (viii))	-	-	-	-	-
	-	500	-	70	570
Total	653	1,143	-	140	1,936

Note:

- (i) Mr. Ge Honglin was elected as an executive director of the Company at the 2015 first extraordinary general meeting of the Company and he was elected as the chairman of the Board of the Company at the sixteenth meeting of the fifth session of the Board of the Company. On February 16, 2016, Mr. Ge proposed to resign as an executive Director, the chairman of the Board and from each of his positions in relevant special committees under the Board of the Company due to his work commitment.

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31. DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S REMUNERATION (Continued)

(a) Directors' and supervisors' remuneration (Continued)

Note: (Continued)

- (ii) On November 20, 2015, due to work arrangement, Mr. Luo Jianchuan resigned from the Executive Director and President of the Company, along with all the duties of various special committees. Mr. Ao Hong was elected to be the Executive Director in the second extraordinary shareholders' meeting in 2015 of the fifth session of the board of directors.
- (iii) Mr. Liu Caiming was elected as a non-executive director of the fifth session of the Board of the Company at the 2015 first extraordinary general meeting of the Company.
- (iv) On November 12, 2015, due to other work arrangement, Mr. Ma Si-hang resigned as an independent non-executive director and relevant duties of various special committees of the board of directors. Through the review of the election nomination committee of the fifth session of the board of directors and discussion of board of directors' 23th meeting, Mr. Lie-A-Cheong Tai-Chong, David was nominated to be the candidate of Non-executive Director. In the second extraordinary shareholders meeting in 2015, he was elected to be independent non-executive director of the fifth session of the board of directors.
- (v) Ms. Chen Lijie was elected as an independent non-executive director of the fifth session of the Board of the Company at the 2015 first extraordinary general meeting of the Company.
- (vi) Mr. Hu Shihai was elected as an independent non-executive director of the fifth session of the Board of the Company at the 2015 annual general meeting of the Company.
- (vii) On November 13, 2015, due to other work arrangement, Mr. Zhang Zhankui resigned as a supervisor of the Group. On November 13, 2015, Mr. Zhang Zhankui was appointed as chief financial officer.
- (viii) The controlling shareholder, Chinalco nominated Mr. Wang Jun as the candidate for the supervisor of the fifth session of the board of supervisors. Mr. Wang Jun was elected to be supervisor of the fifth session of the board of supervisors.
- (ix) On April 2, 2015, due to being under an investigation by the competent authority, Mr. Wu Zhenfang resigned as an independent non-executive Director and from relevant positions in the special committees under the Board of the Company by submitting a resignation to the Board.
- (x) Due to his age, Mr. Wu Jianchang resigned from the position of independent Non-executive Director of the Company, with effect from February 26, 2015.

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31. DIRECTORS', SUPERVISORS' AND SENIOR MANAGEMENT'S REMUNERATION (Continued)

(a) Directors' and supervisors' remuneration (Continued)

The remuneration of the directors and supervisors of the Company fell within the following bands:

Number of individuals

	2013	2014	2015
Nil to RMB1,000,000	<u>18</u>	<u>13</u>	<u>16</u>

During the year, no options were granted to the directors or the supervisors of the Company (2013 and 2014: nil).

During the year, no emoluments were paid to the directors or the supervisors of the Company (among which included the five highest paid employees) as an inducement to join or upon joining the Company or as compensation for loss of office (2013 and 2014: nil).

No directors or supervisors of the Company waived any remuneration during the years 2013, 2014 and 2015.

(b) Five highest paid individuals

During the year ended December 31, 2015, the five highest paid employees of the Group include a director and a supervisor (2013 and 2014: four directors) whose remuneration is reflected in the analysis presented above. The remuneration payable to the remaining three individuals during 2015 (2013 and 2014: one) is as follows:

	2013	2014	2015
Basic salaries, housing fund, other allowances and benefits in kind	645	491	1,875
Discretionary bonus	-	-	-
Pension cost	<u>37</u>	<u>63</u>	<u>204</u>
	<u>682</u>	<u>554</u>	<u>2,079</u>

The number of the remaining three individual during 2015 (2013:1; 2014: 1) whose remuneration fell within the following band is as follows:

	Number of employees		
	2013	2014	2015
Nil to RMB1,000,000	<u>1</u>	<u>1</u>	<u>3</u>

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32. INCOME TAX EXPENSE/(BENEFIT) FROM CONTINUING OPERATIONS

	2013	2014	2015
Current income tax expense:			
- PRC enterprise income tax	214,631	260,721	255,299
Deferred income tax expense/(benefit)	<u>124,920</u>	<u>814,189</u>	<u>(485,719)</u>
	<u>339,551</u>	<u>1,074,910</u>	<u>(230,420)</u>

In general, the Group's PRC entities are subject to PRC corporate income tax at the standard rate of 25% (2013: 25%, 2014: 25%) on their respective estimated assessable profits for the year. Certain branches and subsidiaries of the Company located in the western regions of the PRC are granted tax concessions including a preferential tax rate of 15% (2013: 15%, 2014: 15%).

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32. **INCOME TAX EXPENSE/(BENEFIT) FROM CONTINUING OPERATIONS** (Continued)

The reconciliation between the tax on the Group's profit or loss before income tax from continuing operations and the theoretical tax amount that would arise using the weighted average tax rate applicable to profit or loss of the consolidated entities from continuing operations is as follows:

	2013	2014	2015
Profit/(loss) before income tax	895,174	(15,965,813)	193,293
Tax expense/(benefit) calculated at standard income tax rate of 25% (2013 and 2014: 25%)	223,794	(3,991,453)	48,323
Tax effects of:			
Preferential income tax rates applicable to certain branches and subsidiaries	(91,880)	(19,631)	21,442
Impact of change in income tax rate	2,424	(53,490)	4,538
Tax losses of which no deferred tax assets recognized	2,364,091	2,045,362	422,230
Deductible temporary differences of which no deferred tax assets recognized	59,779	1,223,707	241,812
Utilisation of previously unrecognized tax losses	(140,368)	(9,477)	(358,106)
Tax incentive in relation to deduction limits of certain expenses	(14,096)	(4,949)	(2,502)
Non-taxable income and deductible interest	(2,434,836)	(205,539)	(149,084)
Expenses not deductible for tax purposes	41,222	417,544	30,280
Write-off of unrecoverable deferred tax assets previously recognized	345,009	383,314	76,775
Recognition of deferred tax assets related to previously unrecognized deductible temporary differences and tax losses	-	-	(238,728)
Unrecognized taxable temporary differences relating to equity investments	-	-	(351,846)
Recognition of taxable temporary differences relating to equity investments previously unrecognized	-	1,321,405	-
True up adjustments in respect of prior year's annual income tax filings and others	(15,588)	(31,883)	24,446
Income tax expense/(benefit)	339,551	1,074,910	(230,420)
Effective tax rate	38.45%	(6.73%)	(119%)

Share of income tax expense of associates and joint ventures of RMB41 million (2013 from continuing operations: RMB23.5 million, 2014: RMB52.0 million) and RMB21 million (2013 from continuing operations: RMB7.7 million, 2014: RMB20.4 million) is included in "share of profits and losses of associates" and "share of profits and losses of joint ventures", respectively.

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33. **EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT**

(a) **Basic**

The basic earnings/(loss) per share is calculated by dividing the earnings/(loss) attributable to equity holders of the parent by the weighted average number of shares in issue during the year.

	2013	2014	2015
Profit/(Loss) attributable to owners of the parent (RMB)			
- From continuing operation	751,266,167	(16,208,169,006)	206,318,673
- From discontinued operation	235,913,328	-	-
Other equity instruments' distribution -From continuing operation	-	-	(19,287,671)
	987,179,495	(16,208,169,006)	187,031,002
Weighted average number of ordinary shares in issue	13,524,487,892	13,524,487,892	14,272,716,517
Basic earnings/(loss) per share (RMB)			

- From continuing operation	0.05	(1.20)	0.01
- From discontinued operation	0.02	-	-
	<u>0.07</u>	<u>(1.20)</u>	<u>0.01</u>

(b) Diluted

The diluted earnings/(loss) per share for the years ended December 31, 2013, 2014 and 2015 are the same as the basic earnings/(loss) per share as there were no dilutive potential shares during those years.

34. DIVIDENDS

According to the articles of association of the Company, the Company considers the maximum limit of profit appropriation to its shareholders is the lowest of:

- (i) the sum of the current period net profit and opening retained earnings in accordance with IFRSs;
- (ii) the sum of the current period net profit and opening retained earnings in accordance with the PRC Accounting Standards for Business Enterprises; and
- (iii) the amount limited by the Company Law of the PRC.

According to the resolution at the annual shareholders' meeting dated June 25, 2015, no dividend would be distributed for the year ended December 31, 2014. Thus, no dividend was paid in 2015 (2013 and 2014: nil).

According to the resolution of the Board of Directors dated March 17, 2016, the directors did not propose any final dividend for the year ended December 31, 2015, which is to be approved by the shareholders (2013 and 2014: nil).

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35. CASH FLOWS GENERATED FROM OPERATING ACTIVITIES

	Notes	2013	2014	2015
Cash flows generated from operating activities				
Profit/(loss) before income tax				
From continuing operations		895,174	(15,965,813)	193,293
From discontinued operation	5	(414,618)	-	-
Adjustments for:				
Share of profits and losses of joint ventures	9(a)	(148,749)	(89,510)	(23,238)
Share of profits and losses of associates	9(b)	(512,746)	(350,575)	(284,531)
Depreciation of property, plant and equipment	7	6,969,075	6,967,819	6,868,929
(Gain)/loss on disposal of other property, plant and equipment and land use rights, net	28(b)	(242,304)	44,144	(18,075)
Impairment losses of property, plant and equipment	7	501,159	5,679,521	10,011
Impairment losses of intangible assets	6	7	108,424	-
Impairment losses of land use rights and leasehold land	8	-	140,804	-
Amortisation of intangible assets	6	278,691	288,249	255,098
Amortisation of land use rights and leasehold land	8	80,219	84,608	86,969
Amortisation of prepaid expenses included in other non-current assets	12	73,598	142,126	83,992
Realized and unrealized (gains)/loss on futures, option and forward contracts	28(b)	(96,096)	(266,867)	690,818
Gain on disposal of Shanxi Huaxing	28(b)	-	-	(2,588,134)
Loss on disposal of Ningxia photovoltaic subsidiaries		-	-	18,873
Gain on disposal of Jiaozuo Wanfang	28(b)	(804,766)	-	(832,369)
Gain on disposal aluminum production buildings and plants of Guizhou Branch	28(b)	-	-	(1,364,821)
Gain on disposal of land use right of Gansu Hualu	28(b)	-	-	(375,025)
Gain on disposal of urban properties for capital injection	28(b)	-	-	(350,218)
Gain on disposal of Hong Kong properties	28(b)	-	-	(209,735)
Gain on acquisition of a subsidiary	28(b)	(651,185)	-	-
Gain on disposal of Chalco Iron Ore	28(b)	(5,413,244)	-	-
Gain on disposal of investments in a joint venture and an associate	28(b)	(5,709)	-	-
Gain on previously held equity interest remeasured at acquisition-date fair value	28(b)	(53,953)	-	-
Receipt from government subsidies		(134,806)	(154,726)	(280,535)
Interest income		(2,928)	(605,385)	(340,278)

Interest expense		6,134,531	6,720,132	5,949,665
Gain on financial products	28(b)	18,749	71,023	(38,469)
Change in special reserve		37,488	65,450	(103,364)
Others		46,941	-	(3,085)
		<u>6,554,528</u>	<u>2,879,424</u>	<u>7,345,771</u>

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35. CASH FLOWS GENERATED FROM OPERATING ACTIVITIES (Continued)

	Notes	2013	2014	2015
Cash flows generated from operating activities (Continued)				
Changes in working capital:				
(Increase)/decrease in inventories		(633,711)	1,132,087	1,954,192
(Increase)/decrease in trade and notes receivables		(4,045,321)	841,622	(44,771)
(Increase)/decrease in other current assets		(2,541,644)	3,158,148	(769,218)
Increase in restricted cash		(297,223)	(615,432)	(126,364)
Increase in other non-current assets		(194,854)	(23,834)	(566,664)
Increase/(decrease) in trade and notes payables		5,784,099	3,296,851	(841,662)
Increase in other payables and accrued liabilities		4,005,052	2,745,679	1,019,266
Increase/(decrease) in other non-current liabilities		3,543	712,929	(461,995)
		<u>8,634,469</u>	<u>14,127,474</u>	<u>7,508,555</u>
Cash generated from operations (Note(i))		<u>8,634,469</u>	<u>14,127,474</u>	<u>7,508,555</u>
PRC corporate income taxes paid		<u>(353,062)</u>	<u>(308,715)</u>	<u>(277,105)</u>
		<u>8,281,407</u>	<u>13,818,759</u>	<u>7,231,450</u>
Net cash generated from operating activities		<u>8,281,407</u>	<u>13,818,759</u>	<u>7,231,450</u>
Non-cash transactions of investing activities and financing activities				
Debt to equity swap (Note (ii))		-	121,000	74,800
Capital injection in an associate by properties and land use right (Note (iii))		-	-	565,627

Note:

- The cash inflows from the derecognized notes receivable which are discounted to banks are included in the cash flows generated from operating activities.
- As disclosed in note 9 (a), Guizhou Mining Company Co., Ltd. converted its receivables amounting to RMB74.8 million due from Hengtaihe Mining Corporation Co., Ltd. into capital injection.
- As disclosed in note 9 (b) in 2015, the Company together with its two subsidiaries, Chalco International Trading and Shanghai Kelin made capital contributions to Chinalco Property Development by way of injecting certain urban property assets.
- In 2015, the Group had endorsed notes receivables from selling products and providing services amounting to RMB6,971 million.

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36. SIGNIFICANT RELATED PARTY BALANCES AND TRANSACTIONS

The Company is controlled by Chinalco, the parent company and a state-owned enterprise established in the PRC. Chinalco itself is controlled by the PRC government, which also owns a significant portion of the productive assets in the PRC. In accordance with IAS 24 Related Party Disclosures, government-related entities and their subsidiaries, directly or indirectly controlled, jointly controlled or significantly influenced by the PRC government are defined as related parties of the Group. On that basis, related parties include Chinalco and its subsidiaries (other than the Group), other government-related entities and their subsidiaries ("other state-owned enterprises"), other entities and corporations over which the Company is able to control or exercise significant influence and key management personnel of the Company and Chinalco as well as their close family members.

For the purposes of the related party transaction disclosures, the directors of the Company believe that meaningful information in respect of related party transactions has been adequately disclosed.

In addition to the related party information and transactions disclosed elsewhere in the consolidated financial statements, the following is a summary of significant related party transactions entered in the ordinary course of business between the Group and its related parties during the year.

(a) **Significant related party transactions**

	<i>Note</i>	2013	2014	2015
Sales of goods and services rendered:				
Sales of materials and finished goods to:				
Chinalco and its subsidiaries	(i)			
Associates of Chinalco	(ix)	8,844,205	7,040,457	11,085,064
Joint ventures of Chinalco		102,723	170,338	703,628
Joint ventures		-	142	-
Associates		52,318	48,903	79,034
		<u>1,400,098</u>	<u>2,146,870</u>	<u>2,165,445</u>
		<u>10,399,344</u>	<u>9,406,710</u>	<u>14,033,171</u>
Provision of utility services to:				
Chinalco and its subsidiaries	(ii)			
Associates of Chinalco	(ix)	390,368	390,046	302,571
Joint ventures		18,233	17,750	14,803
Associates		11,628	113	-
		<u>10,014</u>	<u>1,977</u>	<u>553</u>
		<u>430,243</u>	<u>409,886</u>	<u>317,927</u>
Provision of engineering, construction and supervisory services to:				
Chinalco and its subsidiaries	(iii)			
An associate	(ix)	40,259	68,634	62,375
		<u>19</u>	<u>-</u>	<u>-</u>
		<u>40,278</u>	<u>68,634</u>	<u>62,375</u>

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36. **SIGNIFICANT RELATED PARTY BALANCES AND TRANSACTIONS** (Continued)

(a) **Significant related party transactions** (Continued)

	<i>Note</i>	2013	2014	2015
Sales of goods and services rendered: (Continued)				
Provision of products processing services to:				
Chinalco and its subsidiaries	(vii) (ix)	<u>1,357</u>	<u>3,169</u>	<u>-</u>
Rental revenue of land use rights and buildings to:				
Chinalco and its subsidiaries	(vi)	5,524	34,887	34,281
Associates of Chinalco		<u>124</u>	<u>-</u>	<u>249</u>
		<u>5,648</u>	<u>34,887</u>	<u>34,530</u>
Purchase of goods and services:				
Purchases of engineering, construction and supervisory services from:				
Chinalco and its subsidiaries	(iii)			
Associates of Chinalco	(ix)	1,842,045	987,706	1,610,428
		<u>140</u>	<u>-</u>	<u>-</u>
		<u>1,842,185</u>	<u>987,706</u>	<u>1,610,428</u>

Purchases of key and auxiliary materials and finished goods from:	(iv)			
Chinalco and its subsidiaries	(ix)	3,799,542	3,009,894	1,710,841
Associates of Chinalco		254	386,609	-
Joint ventures		1,076,867	1,268,123	1,276,078
Associates		380,255	762,003	414,539
		<u>5,256,918</u>	<u>5,426,629</u>	<u>3,401,458</u>
Provision of social services and logistics services by:	(v)			
Chinalco and its subsidiaries	(ix)	243,865	312,626	324,872

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36. SIGNIFICANT RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(a) **Significant related party transactions** (Continued)

	Note	2013	2014	2015
Purchase of goods and services: (Continued)				
Provision of utilities services by:	(ii)			
Chinalco and its subsidiaries	(ix)	186,007	414,745	643,597
Joint ventures		27	-	-
		<u>186,034</u>	<u>414,745</u>	<u>643,597</u>
Provision of products processing services by	(vii)			
Chinalco and its subsidiaries	(ix)	64,377	76,075	62,623
Rental expenses for buildings and land use rights charged by Chinalco and its subsidiaries	(vi),(ix)	600,892	561,528	590,657
Other significant related party transactions:				
Borrowing from a subsidiary of Chinalco	(viii),(ix)	1,000,000	1,429,000	5,929,000
Interest expense on a borrowing from a subsidiary of Chinalco		40,922	38,772	137,777
Entrusted loan from a subsidiary of Chinalco		70,000	70,000	-
Entrusted loans and other borrowings to:				
Joint ventures		726,235	764,000	140,000
An associate		26,106	-	-
Chinalco and its subsidiaries		393,000	-	-
		<u>1,145,341</u>	<u>764,000</u>	<u>140,000</u>

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36. SIGNIFICANT RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(a) **Significant related party transactions** (Continued)

	<i>Note</i>	2013	2014	2015
Other significant related party transactions: (Continued)				
Interest income on entrusted loans and other borrowings to:				
Joint ventures		69,462	60,459	14,061
An associate		2,518	88	-
Chinalco and its subsidiaries		<u>34,923</u>	<u>2,027</u>	<u>-</u>
		<u>106,903</u>	<u>62,574</u>	<u>14,061</u>
Disposal of the Aluminum Fabrication Segment and transferred loan to Chinalco and its subsidiaries	(xvii)	<u>10,614,600</u>	<u>-</u>	<u>-</u>
Disposal of investments in a joint venture and an associate to Chinalco	(xviii)	<u>264,474</u>	<u>-</u>	<u>-</u>
Disposal a subsidiary to a subsidiary of Chinalco	(xix)	<u>12,953,368</u>	<u>-</u>	<u>-</u>
Interest income from the unpaid disposal proceeds from:				
Chinalco and its subsidiaries		<u>250,124</u>	<u>542,811</u>	<u>326,217</u>
Disposal assets under sale and leaseback contract to a subsidiary of Chinalco	(xi)	<u>-</u>	<u>300,000</u>	<u>1,150,000</u>
Finance lease under a sale and leaseback contract from a subsidiary of Chinalco	(xi),(ix)	<u>-</u>	<u>304,239</u>	<u>1,150,064</u>
Provision of financial guarantees to:				
Joint ventures	(x)	381,800	345,760	340,900
An associate	(x)	<u>-</u>	<u>23,710</u>	<u>17,470</u>
		<u>381,800</u>	<u>369,470</u>	<u>358,370</u>
Financial guarantees provided by:				
Subsidiaries of Chinalco	20(e)	<u>20,000</u>	<u>138,000</u>	<u>12,000</u>
Discounted notes receivables to a subsidiary of Chinalco		<u>1,278,907</u>	<u>118,757</u>	<u>122,000</u>

All transactions with related parties are conducted at prices and on terms mutually agreed by the parties involved, which are determined as follows:

- (i) Sales of materials and finished goods comprised sales of alumina, primary aluminum, copper and scrap materials. Transactions entered into are covered by general agreements on mutual provision of production supplies and ancillary services. The pricing policy is summarized below:

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36. SIGNIFICANT RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(a) Significant related party transactions (Continued)

All transactions with related parties are conducted at prices and on terms mutually agreed by the parties involved, which are determined as follows: *(Continued)*

- (i) Sales of materials and finished goods comprised sales of alumina, primary aluminum, copper and scrap materials. Transactions entered into are covered by general agreements on mutual provision of production supplies and ancillary services. The pricing policy is summarized below: *(Continued)*

- (1) The price prescribed by the PRC government ("state-prescribed price") is adopted;

- (2) If there is no state-prescribed price, state-guidance price is adopted;
 - (3) If there is neither state-prescribed price nor state-guidance price, then the market price (being price charged to and from independent third parties) is adopted; and
 - (4) If none of the above is available, then the adoption of a contractual price (being reasonable costs incurred in providing the relevant services plus not more than 5% of such costs) is adopted).
- (ii) Utility services, including electricity, gas, heat and water, are provided at the state-prescribed price.
 - (iii) Engineering, project construction and supervisory services were provided for construction projects of the Group. The state-guidance price or prevailing market price (including the tender price where by way of tender) is adopted for pricing purposes.
 - (iv) The pricing policy for purchases of key and auxiliary materials (including bauxite, limestone, carbon, cement and coal) is the same as that set out in (i) above.
 - (v) Social services and logistics services provided by Chinalco Group cover public security, fire services, education and training, school and hospital services, cultural and physical education, newspaper and magazines, broadcasting and printing as well as property management, environmental and hygiene, greenery, nurseries and kindergartens, sanatoriums, canteens and offices, public transport and retirement management and other services. Provisions of these services are covered by the Comprehensive Social and Logistics Services Agreement. The pricing policy is the same as that set out in (i) above.
 - (vi) Pursuant to the Land Use Rights Lease Agreements entered into between the Group and Chinalco Group, operating leases for industrial or commercial land are charged at the market rent rate. The Group also entered into a building rental agreement with Chinalco Group and pays rent based on the market rate for its lease of buildings owned by Chinalco.
 - (vii) The pricing policy for product processing services is the same as that set out in (i) above.

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36. SIGNIFICANT RELATED PARTY BALANCES AND TRANSACTIONS *(Continued)*

(a) Significant related party transactions *(Continued)*

- (viii) Chinalco Finance, a wholly owned subsidiary of Chinalco and a non-bank financial institution incorporated in the PRC, provide deposit services, credit services and miscellaneous financial services to the Group. The terms for the provision of financial services to the Group are no less favourable than those of the same type of financial services provided by Chinalco Finance to Chinalco and other members of its group or those of the same type of financial services that may be provided to the Group by other financial institutions.
- (ix) The related party transactions in respect of these items above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- (x) The Group provided guarantees to Xinyugou Coal and Ningxia Tian Jing Shen Zhou Wind Power Co., Ltd., joint ventures of the Group, and Xingshengyuan Coal, an associate of the Group, for their bank loans amounting to RMB311 million, RMB30 million and RMB17 million, respectively.
- (xi) As disclosed in note 21, the Company and its subsidiaries have entered into several sales and lease back contracts with Chinalco Finance and Chinalco Financial Leasing, respectively. Under the contracts, the Company and its subsidiaries sold certain assets and construction in progress to China Finance and Chinalco Financial Leasing, and leased back the assets and construction in progress under finance lease terms.
- (xii) As disclosed in note 9(b), the Group transferred certain urban properties and cash to Chinalco Property Development as capital injection which constituted a connected transaction.

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36. SIGNIFICANT RELATED PARTY BALANCES AND TRANSACTIONS *(Continued)*

(a) Significant related party transactions *(Continued)*

- (xiii) Transfer of the Property Assets of Chalco Hong Kong to Chinalco assets holdings

In November 2015, Chalco Hong Kong and Chinalco Assets Holdings entered into an asset transfer agreement, pursuant to which, Chalco Hong Kong agreed to dispose of the property assets ("HK Property") of Chalco Hong Kong to Chinalco Assets Holdings. The appraised value of the properties was HKD372 million (equivalent to RMB311 million) as at the Benchmark Date of

September 30, 2015. According to the asset transfer agreement, 30% of the total consideration, i.e. HKD112 million (equivalent to RMB93 million), shall be paid to Chalco Hong Kong by Chinalco Assets Holdings in December 2015, and the remaining 70% of the total consideration shall be paid before June 30, 2016. The transaction between the Group and Chinalco Assets Holdings constituted a connected transaction.

The Group disposed of the Hong Kong property with carrying value of RMB102 million and recognized a gain of RMB210 million. In December 2015, the Group received the first batch of the asset transfer consideration of RMB93 million.

- (xiv) As disclosed in note 39, the Group acquired relevant assets and liabilities of High-Purity Aluminum Plant and Light Metal Material Plant ("High Purity Aluminum and Light Metal") from Baotou Group which also constituted a connected transaction.
- (xv) As disclosed in note 9(b), the capital injection to Chalco Resource constituted a connected transaction.
- (xvi) As disclosed in note 9(b), the capital injection to China Rare Earth constituted a connected transaction.
- (xvii) During the year 2013, the Group disposed Aluminum Fabrication Segment, assets of an alumina production line, and transferred receivables to Chinalco at consideration of RMB10,614.6 million.
- (xviii) During the year 2013, the Group disposed its 50% equity interest in Chalco Sapa and its 40% equity interest in Guizhou Chalco to Chinalco at consideration of RMB264.5 million.
- (xix) During the year 2013, the Group disposed a 65% equity interest in Chalco Iron Ore to Chinalco Overseas Holding, a wholly-owned subsidiary of Chinalco at consideration of USD2,118 million (equivalent of RMB12,953 million).

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36. SIGNIFICANT RELATED PARTY BALANCES AND TRANSACTIONS *(Continued)*

(a) Significant related party transactions *(Continued)*

During the years ended December 31, 2013, 2014 and 2015, the Group's significant transactions with other state-owned enterprises (excluding Chinalco and its subsidiaries) constituted a large portion of its sales of goods and purchases of raw materials, electricity, property, plant and equipment and services. In addition, substantially all restricted cash, time deposits, cash and cash equivalents and borrowings as at December 31, 2013, 2014 and 2015 and the relevant interest earned or paid during the year were transacted with banks and other financial institutions which are controlled by the PRC government.

* *The English names represent the best effort by the management of the Group in translating their Chinese names as they do not have any official English names.*

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36. SIGNIFICANT RELATED PARTY BALANCES AND TRANSACTIONS *(Continued)*

(b) Balances with related parties

Other than those disclosed elsewhere in the consolidated financial statements, the outstanding balances with related entities at the year end are as follows:

	December 31, 2014	December 31, 2015
Cash and cash equivalents deposited with		
A subsidiary of Chinalco <i>(Note)</i>	4,889,705	7,585,515
Trade and notes receivables		
Chinalco and its subsidiaries	886,532	857,742
Associates of Chinalco	1,922	23
Associates	229	-
Joint ventures	8,213	28,268
	896,896	886,033
Provision for impairment of receivables	(167,799)	(125,694)

Note: On August 26, 2011, the Company entered into an agreement with Chinalco Finance, pursuant to which, Chinalco Finance agreed to provide deposit services, credit services and other financial services to the Group. On August 24, 2012 and April 28, 2015, the Company renewed the financial service agreement with Chinalco Finance with a validation term of three years ending on August 25, 2018.

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36. SIGNIFICANT RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(b) Balances with related parties (Continued)

Other than those disclosed elsewhere in the consolidated financial statements, the outstanding balances with related entities at the year end are as follows: (Continued)

	December 31, 2014	December 31, 2015
Other current assets		
Chinalco and its subsidiaries	4,841,266	4,852,181
Associates	90,977	-
Joint ventures	1,310,499	1,438,938
	<u>6,242,742</u>	<u>6,291,119</u>
Provision for impairment of other current assets	(54,516)	(49,014)
	<u>6,188,226</u>	<u>6,242,105</u>
Other non-current assets		
Chinalco and its subsidiaries	8,195,904	4,252,776
Joint ventures	-	409,251
An associate	111,846	111,846
	<u>8,307,750</u>	<u>4,773,873</u>
Borrowings and finance lease payable		
Subsidiaries of Chinalco	1,402,639	6,070,364
Trade and notes payables		
Chinalco and its subsidiaries	429,809	481,006
Associates of Chinalco	4	-
Associates	15,520	-
Joint ventures	81,988	160,215
	<u>527,321</u>	<u>641,221</u>

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36. SIGNIFICANT RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(b) Balances with related parties (Continued)

Other than those disclosed elsewhere in the consolidated financial statements, the outstanding balances with related entities at the year end are as follows: (Continued)

December 31, December 31,

	2014	2015
Other payables and accrued liabilities		
Chinalco and its subsidiaries	1,426,842	1,281,120
Associates of Chinalco	880	171
Joint ventures	91,207	1,019
Associates	472	62,613
	<u>1,519,401</u>	<u>1,344,923</u>

As at December 31, 2015, included in long-term loans and borrowings and short-term loans and borrowings are borrowings payable to other state-owned enterprises amounting to RMB31,345 million (December 31, 2014: RMB31,680 million) and RMB50,794 million (December 31, 2014: RMB73,651 million).

The terms of all balances with the exception of the entrusted loans were unsecured and were in accordance with terms as set out in the respective agreements or as mutually agreed between the parties concerned.

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36. SIGNIFICANT RELATED PARTY BALANCES AND TRANSACTIONS (Continued)

(c) **Compensation of key management personnel**

	2013	2014	2015
Fees	689	622	653
Basic salaries, housing fund, other allowances and benefits in kind	5,424	4,062	3,202
Discretionary bonus	-	-	-
Pension cost-defined contribution schemes	319	508	221
	<u>6,432</u>	<u>5,192</u>	<u>4,076</u>

Details of directors' and senior management's remuneration are included in note 31 to the financial statements.

(d) **Commitments with related parties**

As at December 31, 2014 and 2015, except for the other capital commitments disclosed in note 43(c) to these financial statements, the Group had no significant commitments with related parties.

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.1 Financial risk management

The Group's activities expose it to a variety of financial risks, including market risk (including foreign currency risk, cash flow and fair value interest rate risk and commodity price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise the potential adverse effects on the Group's financial performance.

Risk management is carried out by the treasury management department (the "Group Treasury") under policies approved by the board of directors of the Company. The Group Treasury identifies, evaluates and hedges financial risks through close co-operation with the Group's operating units.

(a) **Market risk**

(i) **Foreign currency risk**

Foreign currency risk primarily arises from certain significant foreign currency deposits, trade and notes receivables, trade and notes payables, receivable from a subsidiary of Chinalco due to disposal of an entity in the preceding year and

disposal of Hong Kong Properties in the current year, and short-term and long-term loans denominated in United States dollars ("USD"), Australian dollars ("AUD"), Euro ("EUR"), Japanese yen ("JPY") and Hong Kong dollars ("HKD"). Related exposures are disclosed in notes 12, 14, 15, 16 and 20 and 24 to the financial statements, respectively. The Group Treasury closely monitors the international foreign currency market on the change of exchange rates and takes these into consideration when investing in foreign currency deposits and borrowing loans. As at December 31, 2014 and 2015, the Group only has significant exposure to USD.

As at December 31, 2015, if RMB had strengthened/weakened by 5% against USD with all other variables held constant, the comprehensive income for the year would have been approximately RMB177 million lower/higher (2014: RMB238 million higher/lower), mainly as a result of foreign exchange gains and losses arising from translation of USD-denominated borrowings and receivables. Profit was less sensitive to the fluctuation in the RMB/USD exchange rates in 2015 than in 2014, mainly due to the decrease in the USD denominated cash and receivables.

As the assets and liabilities denominated in other foreign currencies other than USD were minimal relative to the total assets and liabilities of the Group, the directors of the Company are of the opinion that the Group was not exposed to any significant foreign currency risk arising from these foreign currency denominated assets and liabilities as at December 31, 2014 and 2015.

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.1 Financial risk management (Continued)

(a) Market risk (Continued)

(ii) Interest rate risk

As at December 31, 2014 and 2015, as the Group had no significant interest-bearing assets except for bank deposits (note 16), entrusted loans (note 15), receivables arising from disposal of subsidiaries, business and assets (note 12 and note 15) and a prepayment paid to a supplier (note 12), the Group's income and operating cash flows are substantially independent of changes in market interest rates.

Most of the bank deposits are maintained in savings and time deposit accounts in the PRC. The interest rates are regulated by the People's Bank of China and the Group Treasury closely monitors the fluctuation on such rates periodically. The interest rates of entrusted loans and a deposit paid to a supplier are fixed, the interest rate of the receivables from disposal of subsidiaries, business and assets to Chinalco is at the rate of one-year bank loan determined by People's Bank of China at the payment date and the interest rate of the receivables from disposal of an entity to a subsidiary of Chinalco is LIBOR plus 0.9%. As the interest rates applied to the deposits and receivables from disposal of subsidiaries, business and assets were relatively low and the interest rates applied to the entrusted loans and a prepayment paid to a supplier were fixed, the directors of the Company are of the opinion that the Group was not exposed to any significant interest rate risk for its financial assets held as at December 31, 2014 and 2015.

The interest rate risk for the Group's financial liabilities primarily arises from interest-bearing loans. Loans borrowed at floating interest rates expose the Group to cash flow interest rate risk. The exposures to these risks are disclosed separately in note 20. The Group enters into debt obligations to support general corporate purposes including capital expenditures and working capital needs. The Group Treasury closely monitors market interest rates and maintains a balance between variable rate and fixed rate borrowings in order to reduce the exposures to the interest rate risk described above.

As at December 31, 2015, if interest rates had been 100 basis points (December 31, 2014: 100 basis points) higher/lower for bank and other loans borrowed at floating interest rates with all other variables held constant, net profit for the year would have been RMB503 million lower/higher (2014: RMB547 million), respectively, mainly as a result of the higher/lower interest expense on floating rate borrowings.

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.1 Financial risk management (Continued)

(a) Market risk (Continued)

(ii) Interest rate risk (Continued)

The fair value interest rate risk of the Group mainly arises from long-term bonds, medium-term notes and short-term bonds issued at fixed rates. As the fluctuation of comparable interest rates of corporate bonds with similar terms was

relatively low, the directors of the Company are of the opinion that the Group is not exposed to any significant fair value interest rate risk for its fixed interest rate borrowings held as at December 31, 2014 and 2015.

(iii) Commodity price risk

The Group uses futures and option contracts to reduce its exposure to fluctuations in the price of primary aluminum and other products. The Group uses the futures contract for hedging other than speculation. With reference to the hedging of primary aluminum, production company hedges the output of primary aluminum and trading company hedges the quantities of buyout and self-supporting.

The Group uses mainly futures contracts and option contracts traded on the Shanghai Futures Exchange and London Metal Exchange ("LME") to hedge against fluctuations in primary aluminum prices. As at December 31, 2015, the fair values of the outstanding futures contracts amounting to RMB2 million (December 31, 2014: RMB121 million) and RMB11 million (December 31, 2014: RMB4 million) are recognized in financial assets and financial liabilities at fair value through profit or loss, respectively. As at December 31, 2015, the fair value of outstanding options contracts amounting to RMB151 million (December 31, 2014: RMB25 million) was recognized in financial liabilities at fair value through profit or loss.

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.1 Financial risk management (Continued)

(a) **Market risk** (Continued)

(iii) Commodity price risk (Continued)

A summary of futures contracts held as at December 31, 2014 is as follows:

	As at December 31, 2014			
	Quantity (expressed in tonnes)	Contract value	Market value	Contract maturity
Primary aluminum:				
-long position	44,535	600,762	591,871	January to May 2015
-short position	121,860	1,703,565	1,571,999	February to March 2015
Copper:				
-long position	8,900	384,072	379,780	January to March 2015
Zinc:				
-long position	1,000	16,444	16,723	January to May 2015
-short position	460	7,700	7,672	January to May 2015
Lead:				
-short position	25	340	308	January 2015
Coal:				
-long position	90,000	68,568	67,140	September 2015
-short position	52,000	51,148	51,996	January to May 2015

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.1 Financial risk management (Continued)

(a) **Market risk** (Continued)

(iii) Commodity price risk (Continued)

A summary of futures contracts held as at December 31, 2015 is as follows:

As at December 31, 2015

	Quantity (expressed in tonnes)	Contract value	Market value	Contract maturity
Primary aluminum:				
-long position	51,850	532,285	568,353	Jan to Mar 2016
-short position	229,535	2,470,025	2,513,938	Jan to Jun 2016
Copper:				
-long position	425	15,513	15,615	Jan 2016
-short position	2,525	92,433	92,756	Jan to Feb 2016
Zinc:				
-long position	1,275	16,863	17,116	Feb to May 2016
-short position	800	9,884	10,732	Feb 2016

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.1 Financial risk management (Continued)

(a) Market risk (Continued)

(iii) Commodity price risk (Continued)

As at December 31, 2015, if the commodity futures prices had increased/decreased by 3% (December 31, 2014: 3%) and all other variables held constant, profit for the year would have changed by the amounts shown below:

	2014	2015
Primary aluminum	Decrease/increase RMB22.053 million	Decrease/increase RMB43.776 million
Copper	Increase/decrease RMB8.545 million	Decrease/increase RMB1.736 million
Zinc	Increase/decrease RMB0.204 million	Increase/decrease RMB0.144 million
Lead	Decrease/increase RMB0.007 million	N/A
Coal	Increase/decrease RMB0.341 million	N/A

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ALUMINUM CORPORATION OF CHINA LIMITED
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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.1 Financial risk management (Continued)

(b) Credit risk

Credit risk arises from balances with banks and financial institutions, short-term investments, trade and notes receivables, other current and non-current receivables as well as credit exposures of customers, including outstanding receivables and committed transactions. The carrying amounts of short-term investments and these receivables included in notes 10, 12, 14, 15, and 16 represent the Group's maximum exposure to credit risk in relation to its financial assets. The Group also provided financial guarantees to certain subsidiaries, two joint ventures and an associate as well as a third party. The guarantees to joint ventures and an associate mentioned in note 36 represented the Group's maximum exposure to credit risk in relation to its guarantees to joint ventures and an associate. As at December 31, 2015, the guarantees balance provided to a third party is RMB11 million (December 31, 2014: RMB14 million).

The Group maintains substantially all of its bank balances and cash and short-term investments in several major state-owned banks in the PRC. With strong support from the PRC government to these state-owned banks, the directors of the Company are of the opinion that there is no significant credit risk on such assets being exposed to losses.

With regard to receivables, the marketing department assesses the credit quality of the customers and their related parties, taking into account their financial positions, past experience and other factors. The Group performs periodic credit evaluations of its

customers and believes that adequate provision for impairment of receivables has been made in the financial statements. Management does not expect any further losses from non-performance by these counterparties. The Group holds collateral for some entrusted loans. As at December 31, 2015, the Group has the receivables amounting to RMB8,792 million (December 31, 2014: RMB12,294 million) from Chinalco and its subsidiaries which arose from the disposal of subsidiaries, business and assets. Chinalco and its subsidiaries have settled the receivables and the related interest thereof in accordance with the payment terms. Therefore, the Group believes that there is no material credit risk related to the above-mentioned receivables.

For the year ended 31 December 2015, revenues of approximately RMB31,818 million (2013 from continuing operations: RMB30,255 million, 2014: RMB24,986 million,) are derived from entities directly or indirectly owned or controlled by the PRC government including Chinalco. There were no other individual customers from whom the Group has derived revenue of more than 10% of the Group's revenue during the year ended December 31, 2013, 2014 and 2015. Thus, the directors of the Company are of the opinion that the Group was not exposed to any significant concentration of credit risk as at December 31, 2013, 2014 and 2015.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.1 Financial risk management (Continued)

(c) Liquidity risk

Cash flow forecast is performed in the operating entities of the Group and aggregated by the Group Treasury. The Group Treasury monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities. This forecast takes into consideration of the Group's debt financing plans, covenant compliance, compliance with internal balance sheet ratio targets and, if applicable, external regulatory or legal requirements, for example, currency restrictions.

As at December 31, 2015, the Group had total banking facilities of approximately RMB138,392 million (2014: RMB142,051 million) of which amounts totalling RMB67,620 million (2014: RMB65,394 million) have been utilized as at December 31, 2015. Banking facilities of approximately RMB63,877 million (2014: RMB71,660 million) will be subject to renewal during the next 12 months. The directors of the Company are confident that such banking facilities can be renewed upon expiration based on their past experience and good credit standing.

In addition, as at December 31, 2015, the Group had credit facilities through its futures agent at the LME amounting to USD120 million (equivalent to RMB799.23 million) (December 31, 2014: USD120 million (equivalent to RMB734.28 million)), of which USD58 million (equivalent to RMB376.28 million) (December 31, 2014: USD57 million (equivalent to RMB346.09 million)) has been utilized. The futures agent has the right to adjust the related credit facilities.

Management also monitors rolling forecasts of the Group's liquidity reserve on the basis of expected cash flows.

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For the years ended December 31, 2013, 2014 and 2015
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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.1 Financial risk management (Continued)

(c) Liquidity risk (Continued)

The table below analyses the maturity profile of the Group's financial liabilities as at the end of the reporting period. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Within 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total
As at December 31, 2014					
Finance lease payables, including current portion	318,103	444,022	910,926	-	1,673,051
Long-term bank and other loans, including current portion	6,572,862	3,331,060	11,784,104	10,258,318	31,946,344
Long-term bonds	-	-	2,000,000	-	2,000,000
Medium-term notes and bonds, including current portion	4,000,000	6,900,000	9,400,000	-	20,300,000
Short-term bonds	23,000,000	-	-	-	23,000,000
Short-term bank and other	40,984,396	-	-	-	40,984,396
Interest payables for borrowings	5,793,584	2,516,312	3,488,030	596,089	12,394,015

Financial liabilities at fair value through profit or loss	29,384	-	-	-	29,384
Financial liabilities included in other payables and accrued liabilities, excluding accrued interest	8,277,693	-	-	-	8,277,693
Financial liabilities included in other non-current liabilities (Note)	-	229,704	581,265	359,264	1,170,233
Trade and notes payables	15,751,262	-	-	-	15,751,262
	<u>104,727,284</u>	<u>13,421,098</u>	<u>28,164,325</u>	<u>11,213,671</u>	<u>157,526,378</u>

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.1 Financial risk management (Continued)

(e) Liquidity risk (Continued)

	Within 1 year	1 to 2 years	2 to 5 years	Over 5 years	Total
As at December 31, 2015					
Finance lease payables, including current portion	1,815,657	1,803,103	3,751,049	-	7,369,809
Long-term bank and other loans, including current portion	4,602,511	4,865,485	13,785,703	9,113,934	32,367,633
Long-term bonds	-	2,000,000	-	-	2,000,000
Medium-term notes and bonds, including current portion	6,900,000	6,400,000	12,500,000	-	25,800,000
Short-term bonds	6,600,000	-	-	-	6,600,000
Short-term bank and other loans	34,749,287	-	-	-	34,749,287
Interest payables for borrowings	5,489,314	2,057,931	3,110,273	5,156,622	15,814,140
Financial liabilities at fair value through profit or loss	161,700	-	-	-	161,700
Financial liabilities included in other payables and accrued liabilities, excluding accrued interest	7,712,263	-	-	-	7,712,263
Financial liabilities included in other non-current liabilities (Note)	-	150,251	437,129	385,975	973,355
Trade and notes payables	14,506,138	-	-	-	14,506,138
	<u>82,536,870</u>	<u>17,276,770</u>	<u>33,584,154</u>	<u>14,656,531</u>	<u>148,054,325</u>

Note: As disclosed in note 22, as at December 31, 2015, the carrying value of financial liabilities included in other non-current liabilities was RMB798 million (December 31, 2014: RMB771 million).

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.2 Financial instruments (Continued)

(a) Financial instruments by category

The carrying amounts of each of the categories of financial instruments of the Group as at the end of the reporting period are as follows:

Financial assets

December 31, 2014

	Financial assets at fair value through profit or loss	Loans and receivables	Available- for-sale financial investments	Total
Current				
Trade and notes receivables	-	5,332,534	-	5,332,534
Available-for-sale financial investments	-	-	4,635,600	4,635,600
Financial assets at fair value through profit or loss	120,901	-	-	120,901
Restricted cash and time deposits	-	1,663,590	-	1,663,590
Cash and cash equivalents	-	16,268,600	-	16,268,600
Financial assets included in other current assets	-	6,820,992	-	6,820,992
Subtotal	120,901	30,085,716	4,635,600	34,842,217
Non-current				
Available-for-sale financial investments	-	-	74,850	74,850
Financial assets included in other non-current assets	-	8,393,122	-	8,393,122
Subtotal	-	8,393,122	74,850	8,467,972
Total	120,901	38,478,838	4,710,450	43,310,189

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.2 Financial instruments (Continued)

(a) Financial instruments by category (Continued)

Financial liabilities

	December 31, 2014		Total
	Financial liabilities at fair value through profit or loss	Financial liabilities at amortized cost	
Current			
Financial liabilities at fair value through profit or loss	29,384	-	29,384
Interest-bearing loans and borrowings	-	75,358,958	75,358,958
Financial liabilities included in other payables and accrued liabilities	-	9,201,623	9,201,623
Trade and notes payables	-	15,751,262	15,751,262
Subtotal	29,384	100,311,843	100,341,227
Non-current			
Financial liabilities included in other non-current liabilities	-	771,294	771,294
Interest-bearing loans and borrowings	-	44,769,211	44,769,211
Subtotal	-	45,540,505	45,540,505

Total	29,384	145,852,348	145,881,732
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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.2 Financial instruments (Continued)

(a) Financial instruments by category (Continued)

Financial assets

	December 31, 2015			Total
	Financial assets at fair value through profit or loss	Loans and receivables	Available- for-sale financial investments	
Current				
Trade and notes receivables	-	5,151,039	-	5,151,039
Available-for-sale financial investments	-	-	224,820	224,820
Financial assets at fair value through profit or loss	2,058	-	-	2,058
Restricted cash and time deposits	-	1,734,739	-	1,734,739
Cash and cash equivalents	-	20,753,136	-	20,753,136
Financial assets included in other current assets	-	9,192,087	-	9,192,087
	2,058	36,831,001	224,820	37,057,879
Non-current				
Available-for-sale financial investments	-	-	130,440	130,440
Financial assets included in other non-current assets	-	6,057,461	-	6,057,461
	-	6,057,461	130,440	6,187,901
	2,058	42,888,462	355,260	43,245,780

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.2 Financial instruments (Continued)

(a) Financial instruments by category (Continued)

Financial liabilities

December 31, 2015

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.2 Financial instruments (Continued)

(b) Fair value and fair value hierarchy (Continued)

Fair value (Continued)

Management has assessed that the fair values of cash and cash equivalents, restricted cash and time deposits, trade and notes receivables, financial assets included in other current assets, entrusted loans, trade and notes payables, financial liabilities included in other payables and accrued liabilities, short-term and current portion of interest-bearing loans and borrowings, interest payable and the current portion of long-term payables approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- * The fair values of the financial assets included in other non-current assets and financial liabilities included in other non-current liabilities have been calculated by discounting the expected future cash flows using rates currently available for instruments on with similar terms, credit risk and remaining maturities.
- * The fair values of long-term interest-bearing loans and borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

The Group's own non-performance risk for financial liabilities included in other non-current liabilities and long-term interest-bearing loans and borrowings as at December 31, 2014 and 2015 was assessed to be insignificant.

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.2 Financial instruments (Continued)

(b) Fair value and fair value hierarchy (Continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value

As at December 31, 2014

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Financial assets at fair value through profit or loss:				
Futures contracts	120,901	-	-	120,901
Short-term investments	-	4,635,600	-	4,635,600
	<u>120,901</u>	<u>4,635,600</u>	<u>-</u>	<u>4,756,501</u>

As at December 31, 2015

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	

Financial assets at fair value through profit or loss:				
Futures contracts	2,058	-	-	2,058
Short-term investments	59,940	224,820	-	284,760
	<u>61,998</u>	<u>224,820</u>	<u>-</u>	<u>286,818</u>

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.2 Financial instruments (Continued)

(b) Fair value and fair value hierarchy (Continued)

Fair value hierarchy (Continued)

Liabilities measured at fair value

As at December 31, 2014

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Financial liabilities at fair value through profit or loss:				
Futures contracts	4,455	-	-	4,455
European option contracts	-	24,929	-	24,929
	<u>4,455</u>	<u>24,929</u>	<u>-</u>	<u>29,384</u>

As at December 31, 2015

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Financial liabilities at fair value through profit or loss:				
Futures contracts	10,719	-	-	10,719
European option contracts	-	150,981	-	150,981
	<u>10,719</u>	<u>150,981</u>	<u>-</u>	<u>161,700</u>

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37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.2 Financial instruments (Continued)

(b) Fair value and fair value hierarchy (Continued)

Fair value hierarchy (Continued)

Assets for which fair values are disclosed

As at December 31, 2014

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Loans and receivables:				
Financial assets included in other non-current assets	-	8,703,168	-	8,703,168

As at December 31, 2015

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Loans and receivables:				
Financial assets included in other non-current assets	-	6,245,648	-	6,245,648

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ALUMINUM CORPORATION OF CHINA LIMITED
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37. **FINANCIAL AND CAPITAL RISK MANAGEMENT** (Continued)

37.2 **Financial instruments** (Continued)

(b) **Fair value and fair value hierarchy** (Continued)

Fair value hierarchy (Continued)

Liabilities for which fair values are disclosed

As at December 31, 2014

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Financial liabilities at amortized cost:				
Financial liabilities included in other non-current liabilities	-	771,294	-	771,294
Long-term interest-bearing loans and borrowings	-	44,292,962	-	44,292,962
	-	45,064,256	-	45,064,256

As at December 31, 2015

	Fair value measurement using			Total
	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	
Financial liabilities at amortized cost:				
Financial liabilities included in other non-current liabilities	-	797,994	-	797,994
Long-term interest-bearing loans and borrowings	-	52,987,968	-	52,987,968
	-	53,785,962	-	53,785,962

During the year, the Group had no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2014: nil).

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

37. FINANCIAL AND CAPITAL RISK MANAGEMENT (Continued)

37.3 Capital risk management

The Group's capital management objectives are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debts.

Consistent with other entities in the industry, the Group monitors capital on the basis of its gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total liabilities (excluding deferred tax liabilities and income tax payable) less restricted cash, time deposits and cash and cash equivalents. Total capital is calculated as equity, as shown in the consolidated statement of financial position, plus net debt less non-controlling interests.

During 2014 and 2015, the change in sales prices of the Group's primary products has adversely impacted on the profitability of the Group. The gearing ratio as at December 31, 2014 and 2015 are as follows:

	December 31, 2014	December 31, 2015
Total liabilities (excluding deferred tax liabilities and income tax payable)	152,049,076	137,922,304
Less: restricted cash, time deposits and cash and cash equivalents	<u>(17,932,190)</u>	<u>(22,487,875)</u>
Net debt	<u>134,116,886</u>	<u>115,434,429</u>
Total equity	39,653,846	50,297,436
Add: net debt	134,116,886	115,434,429
Less: non-controlling interests	<u>(11,353,155)</u>	<u>(11,457,339)</u>
Total capital attributable to owners of the parent	<u>162,417,577</u>	<u>154,274,526</u>
Gearing ratio	<u>83%</u>	<u>75%</u>

The decrease in the gearing ratio as at December 31, 2015 mainly resulted from the increase of share capital by the issuance of A shares.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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38. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

	2014	2015
Percentage of equity interest held by non-controlling interests		
Ningxia Energy	29.18%	29.18%
Shandong Huayou	<u>45.00%</u>	<u>45.00%</u>
Loss for the year allocated to non-controlling interests		

Ningxia Energy	(550,825)	(29,716)
Shandong Huayu	(19,940)	(21,459)
<hr/>		
Dividends paid to non-controlling interests		
Ningxia Energy	64,553	41,905
Shandong Huayu	-	-
<hr/>		
Accumulated balances of non-controlling interests at the reporting dates		
Ningxia Energy	3,572,917	3,496,613
Shandong Huayu	766,693	742,704
<hr/>		

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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38. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS (Continued)

The following tables illustrate the summarized financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

2014	Ningxia Energy	Shandong Huayu
Revenue	4,676,461	2,644,227
Total expenses	(6,366,978)	(2,688,539)
Loss for the year	(1,690,517)	(44,312)
Total comprehensive Loss for the year	(1,690,517)	(44,312)
<hr/>		
Current assets	4,052,484	584,375
Non-current assets	29,611,512	2,480,330
Current liabilities	(6,952,449)	(1,372,077)
Non-current liabilities	(17,417,698)	(385)
<hr/>		
Net cash flows from operating activities	2,004,293	589,152
Net cash flows used in investing activities	(2,270,943)	(71,158)
Net cash flows from/(used in) financing activities	372,707	(435,947)
Effect of foreign exchange rate changes, net	84	-
<hr/>		
Net increase in cash and cash equivalents	106,141	82,047
<hr/>		
2015	Ningxia Energy	Shandong Huayu
Revenue	3,929,406	2,355,849
Total expenses	(3,981,824)	(2,403,535)
Loss for the year	(52,418)	(47,686)
Total comprehensive Loss for the year	(52,418)	(47,686)
<hr/>		
Current assets	3,392,945	930,275
Non-current assets	30,534,583	2,461,806
Current liabilities	(6,507,721)	(1,751,726)
Non-current liabilities	(18,229,159)	(1,110)
<hr/>		
Net cash flows from operating activities	2,281,584	261,886
Net cash flows used in investing activities	(2,077,674)	(36,529)
Net cash flows (used in)/from financing activities	(227,037)	120,570
Effect of foreign exchange rate changes, net	(576)	-
<hr/>		
Net (decrease)/increase in cash and cash equivalents	(23,703)	345,927
<hr/>		

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the years ended December 31, 2013, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

39. BUSINESS COMBINATION

In November 2015, Baotou Aluminum, the subsidiary of the Company, acquired relevant assets and liabilities of High-Purity Aluminum and Light Metal of Baotou Aluminum Group at a total cash consideration of RMB37,662 million. Baotou Aluminum Group is a subsidiary of Chinalco, the parent company of the Group. Before and after the acquisition, both sides are controlled by Chinalco, and the control is not temporary. Thus, the acquisition is considered to be business combination under common control. The combination date is November 30, 2015, which is determined by the date of transfer of the assets and liabilities.

The book values of the assets and liabilities of High-Purity Aluminum and Light Metal as at the acquisition date and the comparative financial figures were as follows:

	December 31, 2014	December 31, 2015
Assets		
Trade and notes receivables	19,959	47,729
Other current assets	11,808	13
Inventories	101,898	146,224
Property, plant and equipment	87,609	76,611
Intangible assets	2,139	1,347
Liabilities		
Trade and notes payables	2,911	43,597
Other payables and accrued expenses	3,791	137,539
Interest bearing loans and borrowings	191,707	65,000
Net assets	<u>25,004</u>	<u>25,788</u>
Difference recognized in equity		<u>11,874</u>
		<u>37,662</u>
Satisfied by cash		<u>37,662</u>
Total purchase consideration		<u>37,662</u>

An analysis of the cash flows of cash and cash equivalents in respect of the acquisition of High-Purity Aluminum Plant and Light Metal is as follows:

Cash consideration paid	(30,000)
Cash and bank balances acquired	<u>-</u>
Net outflow of cash and cash equivalents included in cash flows from investing activities	<u>(30,000)</u>

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the years ended December 31, 2013, 2014 and 2015

(Amounts expressed in thousands of RMB unless otherwise stated)

40. DISPOSAL OF SUBSIDIARIES

(a) Disposal of Shanxi Huaxing

In December 2015, the Group entered into Equity Transfer Agreement with Shenzhen CR Yuanda, a state-owned entity, to transfer 50% equity interests in Shanxi Huaxing, a wholly owned subsidiary, through the Shanghai United Assets and Equity Exchange at a price of RMB2,351 million. The price was determined based on the appraisal value provided by an independent qualified appraisal company. According to the Equity Transfer Agreement, 30% of the consideration amounting to RMB705 million has been received by the Group in December 2015 whereas the remaining amount of RMB1,646 million would be paid within one year from the effective date of the Equity Transfer Agreement and the balance is interest bearing charged at prevailing lending interest rate.

The directors of the Company are of the opinion that the Group lost control over Shanxi Huaxing and accounted for it as a joint venture accordingly. As of the date of disposal, the carrying amounts of Shanxi Huaxing was RMB2,115 million, and the Group recognized gain of disposal of subsidiary of RMB1,294 million for 50% equity interest disposed of. The Group re-measured the remaining 50% net assets of Shanxi Huaxing to fair value of RMB2,351 million and recognized fair value gain of RMB1,294 million accordingly.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

40. DISPOSAL OF SUBSIDIARIES (Continued)

(a) Disposal of Shanxi Huaxing (Continued)

The details of the net assets disposed of are as follows:

	Date of disposal
Net assets disposed of:	
Cash and cash equivalents	114,794
Restricted cash and time deposits	46,716
Trade and notes receivables	34,479
Other current assets	30,849
Inventories	340,218
Property, plant and equipment (note 7)	4,495,019
Land use right (note 8)	251,295
Intangible assets (note 6)	365,427
Deferred tax assets (note 11)	3,057
Other non-current assets	487,076
Trade and notes payables	(426,288)
Other payables and accrued expenses	(898,781)
Interest bearing loans and borrowings	(2,312,574)
Income tax payable	(4,271)
Other non-current liabilities	(412,192)
	<hr/>
Net assets	2,114,824
50% of net assets transferred into joint venture (Note)	(1,057,412)
	<hr/>
Net assets disposed of	1,057,412
Gain on disposal of Shanxi Huaxing	1,294,067
	<hr/>
	<u>2,351,479</u>
Satisfied by:	
Cash	705,444
Receivables as at December 31, 2015	1,646,035
	<hr/>
	<u>2,351,479</u>
Note:	
50% of net assets transferred into joint venture	1,057,412
Gain on remeasurement of the remaining equity interest at fair value (note 28(b))	1,294,067
	<hr/>
Initial cost of investment in joint venture (note 9(a))	<u>2,351,479</u>

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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40. DISPOSAL OF SUBSIDIARIES (Continued)

(a) Disposal of Shanxi Huaxing (Continued)

An analysis of the cash flows of cash and cash equivalents in respect of the Disposal of Shanxi Huaxing is as follows:

Cash consideration received	705,444
Less: cash and cash equivalents of Shanxi Huaxing disposed of	<u>114,794</u>
Net inflows of cash and cash equivalents in respect of the disposal of Shanxi Huaxing	<u>590,650</u>

(b) Loss control of Ningxia photovoltaic subsidiaries

In September and October 2015, LingWu People's Court, Yinchuan Intermediate People's Court and Wuzhong People's Court accepted the liquidation petition filed by the Group's subsidiaries, Ningxia Ning Electric Silicon Co., Ltd.* (寧夏寧電矽業有限公司), Ningxia Ning Electric PV Material Co., Ltd.* (寧夏寧電光伏材料有限公司), Ningxia Ning Electric Silicon Materials Co., Ltd.* (寧夏寧電矽材料有限公司) and Ningxia Yinxing Polycrystalline Silicon Co., Ltd.* (寧夏銀星多晶矽有限公司) (hereinafter referred to as "Ningxia photovoltaic subsidiaries"), respectively. Upon the liquidation administrators took control over those companies, the directors of the Company considered the Group lost control over Ningxia photovoltaic subsidiaries and therefore ceased to consolidate these companies since then ("date of lost control").

The book value of assets and liabilities of Ningxia photovoltaic subsidiaries is result from the fair value adjustments of Ningxia photovoltaic subsidiaries' assets and liabilities arising from acquisition of Ningxia Energy in 2013.

* *The English names represent the best effort by the management of the Group in translating their Chinese names as they do not have any official English names.*

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

40. DISPOSAL OF SUBSIDIARIES (Continued)

(b) Loss control of Ningxia photovoltaic subsidiaries (Continued)

The details of the net assets of Ningxia photovoltaic subsidiaries are as follows:

	Date of lost control
Net assets:	
Cash and cash equivalents	189
Trade and notes receivables	47,619
Other current assets	166,377
Inventories	18,718
Property, plant and equipment (note 7)	387,324
Land use right (note 8(b))	114,330
Intangible assets (note 6)	3,954
Other non-current assets	8,432
Available-for-sale financial investments	5,686
Trade and notes payables	(290,441)
Other payables and accrued expenses	(215,198)
Deferred tax liabilities (note 11)	(36,389)
Other non-current liabilities	<u>(61,123)</u>
Net assets	<u>149,478</u>
Trade and notes receivable due from Ningxia photovoltaic subsidiaries	15,644
Other current amount due from Ningxia photovoltaic subsidiaries	1,435,802
Provision for trade and notes receivable due from Ningxia photovoltaic subsidiaries	(15,644)
Provision for other current assets due from Ningxia photovoltaic subsidiaries	<u>(1,321,712)</u>
Consideration	<u>114,090</u>
	16,515

Release of unrealized gains or losses between Ningxia photovoltaic subsidiaries and the Group upon deconsolidation	_____
Net loss on lost control of Ningxia photovoltaic subsidiaries	(18,873)

An analysis of the cash flows of cash and cash equivalents in respect of lost control of Ningxia photovoltaic subsidiaries is as follows:

	2015
Cash consideration paid	-
Less: cash and cash equivalents of Ningxia photovoltaic subsidiaries	189
Net outflows of cash and cash equivalents in respect of lost control of Ningxia photovoltaic subsidiaries	(189)

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

41. OTHER EQUITY INSTRUMENTS

On October 22, 2013, a subsidiary of the Company, Chalco Hong Kong Investment Company Limited (the "Issuer") issued USD350 million senior perpetual securities at an initial distribution rate of 6.625% (the "2013 Senior Perpetual Securities"). The proceeds from issuance of the 2013 Senior Perpetual Securities after the issuance costs is USD347 million (equivalent to RMB2,123 million). The proceeds will be on-lent to the Company and any of its subsidiaries for general corporate use. Coupon payments of 6.625% per annum on the 2013 Senior Perpetual Securities are paid semi-annually in arrears from October 29, 2013 and may be deferred at the discretion of the Group. The 2013 Senior Perpetual Securities have no fixed maturity and are callable only at the Group's option on or after October 29, 2018 at their principal amounts together with any accrued, unpaid or deferred coupon distribution payments. After October 29, 2018, the coupon distribution rate will be reset to a percentage per annum equal to the sum of (a) the initial spread of 5.312 per cent, (b) the U. S. Treasury Rate, and (c) a margin of 5.00 per cent. per annum. While any coupon distribution payments are unpaid or deferred, the Group, the wholly owned subsidiaries of Chalco Hong Kong as guarantors, and the issuer cannot declare or pay dividends or make distributions or similar discretionary payments in respect of, or repurchase, redeem or otherwise acquire any securities of lower or equal rank.

On April 10, 2014, Chalco Hong Kong Investment Company Limited issued USD400 million senior perpetual securities at an initial distribution rate of 6.25% (the "2014 Senior Perpetual Securities"). The proceeds from issuance of the 2014 Senior Perpetual Securities after the issuance costs is USD398 million (equivalent to RMB2,462 million). The proceeds will be on-lent to the Company and any of its subsidiaries for general corporate use. Coupon payments of 6.25% per annum on the 2014 Senior Perpetual Securities are paid semi-annually on April 29, and October 29, in arrears from April 17, 2014 and may be deferred at the discretion of the Group. The first coupon payment date was April 29, 2014. The 2014 Senior Perpetual Securities have no fixed maturity and are callable only at the Group's option on or after April 17, 2017 at their principal amounts together with any accrued, unpaid or deferred coupon distribution payments. After April 17, 2017, the coupon distribution rate will be reset to a percentage per annum equal to the sum of (a) the initial spread of 5.423 per cent, (b) the U. S. Treasury Rate, and (c) a margin of 5.00 per cent. per annum. While any coupon distribution payments are unpaid or deferred, the Group, the wholly owned subsidiaries of Chalco Hong Kong as guarantors, and the issuer cannot declare or pay dividends or make distributions or similar discretionary payments in respect of, or repurchase, redeem or otherwise acquire any securities of lower or equal rank.

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ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*
For the years ended December 31, 2013, 2014 and 2015
(Amounts expressed in thousands of RMB unless otherwise stated)

41. OTHER EQUITY INSTRUMENTS *(Continued)*

On October 27, 2015, the Company issued RMB2,000 million perpetual medium-term notes at an initial distribution rate of 5.50% (the "2015 Perpetual Medium-term Notes"). The proceeds from issuance of the 2015 Perpetual Medium-term Notes is RMB2,000 million. The proceeds will be used for repayments of interest-bearing loans and borrowings. Coupon payments of 5.50% per annum on the 2015 Perpetual Medium-term Notes are paid annually in arrears from October 29, 2015 and may be deferred at the discretion of the Company. The 2015 Perpetual Medium-term Notes have no fixed maturity and are callable only at the Group's option on October 29, 2020 or any coupon distribution date after October 29, 2020 at their principal amounts together with any accrued, unpaid or deferred coupon distribution payments. The coupon distribution rate will be reset to a percentage per annum equal to the sum of (a) the initial spread of 2.61 per cent, (b) the China Treasury Rate, and (c) a margin of 300 Bps every five years after October 29, 2020. While any coupon distribution payments are unpaid or deferred, the headquarters of the Company cannot declare or pay dividends to shareholders or decrease the share capital, or make material fixed asset investments of the headquarters of the Company.

Pursuant to the terms of the 2013 Senior Perpetual Securities, 2014 Senior Perpetual Securities and 2015 Perpetual Medium-term Notes, the Group has no contractual obligation to repay their principal or to pay any coupon distribution. The 2013 Senior Perpetual Securities, 2014 Senior Perpetual Securities and 2015 Perpetual Medium-term Notes do not meet the definition of financial liabilities according to IAS 32 Financial Instruments: Presentation, and are classified as equity and subsequent distribution declared will be treated as distribution to equity owners.

42. CONTINGENT LIABILITIES

As at December 31, 2014 and 2015, the Group had no significant contingent liabilities.

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
For the years ended December 31, 2013, 2014 and 2015
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43. COMMITMENTS

(a) Capital commitments of property, plant and equipment

	December 31, 2014	December 31, 2015
Contracted, but not provided for	12,624,047	7,770,944

(b) Commitments under operating leases

The future aggregate minimum lease payments as at December 31, 2015 pursuant to non-cancellable lease agreements entered into by the Group are summarized as follows:

	December 31, 2014	December 31, 2015
Within one year	556,727	561,028
In the second to fifth years, inclusive	2,310,421	2,167,718
After five years	16,276,818	15,088,512
	<u>19,143,966</u>	<u>17,817,258</u>

(c) Other capital commitments

As at December 31, 2015, commitments to make capital contributions to the Group's joint ventures and associates were as follows:

	December 31, 2014	December 31, 2015
Associates	1,102,250	1,492,475
Joint ventures	74,800	244,800
	<u>1,177,050</u>	<u>1,737,275</u>

ALUMINUM CORPORATION OF CHINA LIMITED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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44. EVENTS AFTER THE REPORTING PERIOD

- (a) On February 1, 2016, Jiaozuo Wanfang, held the first extraordinary general meeting and conducted general election of non-independent directors and independent directors of the seventh session of the board of directors. None out of six non-independent nor the three independent directors was appointed by the Company. Thus, the Company lost significant influence on Jiaozuo wanfang.
- (b) As set out in note 17 (a), on June 25, 2015, the Group and Shandong Aluminum, a subsidiary of Chinalco, signed an asset exchange agreement that the Group would exchange part of the assets and liabilities of Chalco Shandong with part of the assets and liabilities of Shandong Aluminum. In January 2016, the exchange of Chalco Shandong business and Shandong Aluminum business was completed.
- (c) On February 5, 2016, the Company received notice from Chinalco, that ACCOH, a subsidiary of Chinalco, has increased holding H shares of the Company through the Hong Kong stock exchange trading system since November 9, 2015. As of February 4, 2016, Chinalco and ACCOH have increased holding A and H shares of the Company by 188 million shares, accounting for about 1.26% of the total shares of the Company. On the same day, Chinalco and the persons acting in concert held 5,135 million A shares and 187 million H shares of the Company in aggregate, accounting for about 35.71% of the total shares of the Company.

45. COMPARATIVE AMOUNTS

Certain comparative amounts have been revised as a result of the business combination under common control as disclosed in note 39.

46. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorized for issue by the board of directors on April 15, 2016.

Important Note: The following is an English translation of the Chinese version of the Articles of Association of Aluminum Corporation of China Limited (中國鋁業股份有限公司章程). In case of any discrepancies or inconsistencies, the Chinese version shall always prevail.

ARTICLES OF ASSOCIATION

OF

Aluminum Corporation of China Limited

(Adopted at the Extraordinary Shareholders' General Meeting of the Company on September 24, 2001) (Approved by the State Economic and Trade Commission on September 26, 2001)

(Amended with the Approval of the Shareholders' General Meeting of the Company on June 12, 2002) (Amended with the Approval of the State Economic and Trade Commission on July 5, 2002) (Amended with the Approval of the Shareholders' General Meeting of the Company on June 7, 2004)

(Amended with the Approval of the State-owned Assets Supervision and Administration Commission of the State Council on July 30, 2004)

(Amended with the Approval of the Shareholders' General Meeting of the Company on June 9, 2005)

(Amended with the Approval of the Shareholders' General Meeting of the Company on October 14, 2005)

(Amended with the Approval of the Shareholders' General Meeting of the Company on May 10, 2006)

(Amended with the Approval of the Shareholders' General Meeting of the Company on February 27, 2007)

(Amended with the Approval of the Shareholders' General Meeting of the Company on October 12, 2007)

(Amended with the Approval of the Shareholders' General Meeting of the Company on May 9, 2008)

(Amended with the Approval of the Shareholders' General Meeting of the Company on October 28, 2008)

(Amended with the Approval of the Shareholders' General Meeting of the Company on May 26, 2009)

(Amended with the Approval of the State-owned Assets Supervision and Administration Commission of the State Council on September 11, 2009)

(Amended with the Approval of the Shareholders' General Meeting of the Company on June 22, 2010)

(Amended with the Approval of the Shareholders' General Meeting of the Company on February 28, 2011)

(Amended with the Approval of the Shareholders' General Meeting of the Company on October 12, 2012)

(Amended with the Approval of the Shareholders' General Meeting of the Company on December 29, 2015)

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Note: In the remarks column of these Articles of Association, "Company Law" means the revised *Company Law of the People's Republic of China* that comes into effect on January 1, 2006; "Securities Act" means the revised *Securities Law of the People's Republic of China* that comes into effect on January 1, 2006; "MP" means the *Mandatory Provisions of Articles of Association of Companies That List Overseas* jointly issued by the former Securities Office of the State Council and the former State Commission for the Restructuring of the Economy; "LR" means the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited*; "Zheng Jian Hai Han" means the *Letter of Opinion on Supplementing and Amending the Articles of Association of Companies That List in Hong Kong* (ref. Zheng Jian Hai Han [1995] No. 1) jointly issued by the China Securities Regulatory Commission and the former State Commission for the Restructuring of the Economy; "Opinions" means the *Opinions on Further Regulating the Operation and Intensifying the Reform of Companies Listed Overseas* (ref. Guo Jing Mao Qi Gai [1999] No. 230) jointly issued by the China Securities Regulatory Commission and the State Economic and Trade Commission; "BSG" means the *Guidelines on the Work of Board Secretaries of Overseas Listed Companies* issued by the China Securities Regulatory Commission. "Guide",

"Governance Code", "Rules", "Protection of Public Shareholders", "Opinions on Independent Director", "Notice on Guarantee", "No. 15 Document" respectively refer to the *Guidelines for the Articles of Association of Listed Companies (as Amended in 2006)* issued by the China Securities Regulatory Commission, *Code of Corporate Governance for Listed Companies in China*, *Rules for the General Assemblies of Shareholders of Listed Companies*, *Several Provisions on Strengthening the Protection of the Rights and Interests of Public Shareholders*, *Guiding Opinions on the Establishment of Independent Director Systems by Listed Companies*, *Notice on External Guarantee by Listed Companies*, *Notice on Urging the Listed Companies to Amend the Articles of Association*.

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ARTICLES OF ASSOCIATION

OF

Aluminum Corporation of China Limited

CHAPTER 1 General Provisions

Article 1. Aluminum Corporation of China Limited (the "Company") is a joint stock limited company established in accordance with the *Company Law of the People's Republic of China* (the "Company Law"), the *Special Regulations of the State Council for the Share Offerings and Listings Overseas of Joint Stock Limited Companies* (the "Special Regulations"), other relevant State laws and administrative regulations.

Following approval by the State Economic and Trade Commission by virtue of the GJMQG [2001] No. 818, the Company was registered with the State Administration for Industry and Commerce (the "SAIC") on September 10, 2001, and obtained a business license of an enterprise with legal personality. The registration number of the Company's business license of an enterprise with legal personality is 10000000035734.

The Company's sponsors include Aluminum Corporation of China, Guangxi Investment Group Co., Ltd., Guizhou Materials Development and Investment Co., Ltd.

Article 2. The Company's registered name:

Full name in Chinese: 中國鋁業股份有限公司
Abbreviated name in Chinese: "中國鋁業"
Full name in English: Aluminum Corporation of China Limited
Abbreviated name in English: Chalco

Article 3. The Company's domicile: No. 62, North Xizhimen Street, Beijing, China
Postal code: 100082
Tel: (010)82298322
Fax: (010)82298158

Article 4. The legal representative of the Company shall be the chairman of its Board of Directors.

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Article 5. The Company is a joint stock limited company existing in perpetuity.

Each shareholder shall enjoy rights and assume liabilities to the extent of his shareholding in the Company. The Company shall assume liabilities for its debt to the extent of its entire assets.

The Company is an independent legal person, which shall be governed and protected by China laws, administrative rules and other regulations issued by the Government.

Article 6. The Company hereby formulated these Articles of Association (the "Company's Articles of Association" or the "Articles") at the Shareholders' General Meeting on December 29, 2015 through amending the Company's original Articles of Association (the "Original Articles") in accordance with the *Company Law*, the *Special Regulations*, the *Mandatory Provisions of Articles of Association of Companies That List Overseas* (the "MP"), the *Guidelines for the Articles of Association of Listed Companies* (the "Guide"), the *Code of Corporate Governance for Listed Companies in China* (the "Governance Code") and relevant provisions of other national laws and administrative regulations.

Article 7. These Articles of Association shall enter into effect if they are adopted by the special resolutions at the Shareholders' General Meeting of the Company.

Article 8. These Articles of Association shall become a legally binding document that regulates the organization and acts of the Company and the rights and obligations between the Company and the shareholders and between shareholders inter se from the date on which they become effective.

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Article 9. These Articles of Association shall be binding upon the Company and its shareholders, directors, supervisors, managers and other senior management staff. All the above persons may make claims related to Company matters in accordance with these Articles of Association.

Subject to CHAPTER 22 of these Articles of Association, shareholders may sue the Company; the Company may sue shareholders, directors, supervisors, the Manager and other senior management staff; shareholders may sue shareholders; and shareholders may sue directors, supervisors, the Manager and other senior management staff of the Company in accordance with these Articles of Association.

For the purposes of the preceding paragraph, the term "sue" shall include the institution of proceedings in a court or the application to an arbitration institution for arbitration.

Article 10. The Company may invest in other enterprises. However, except as otherwise provided by laws, the Company shall not become an investor that is jointly and severally liable for the debt of the invested enterprises.

The Company shall not be an unlimited liability shareholder of any other for-profit organizations.

Article 11. Under the premise of obeying the laws and administrative regulations of China, the Company has the right of financing or borrowing. The right of financing of the Company includes (but is not limited to) the right to issue the corporate bonds, to mortgage or pledge the right of ownership.

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CHAPTER 2 Purpose and Scope of Business

Article 12.

The business purpose of the Company is: to maximize the shareholders' interests, establish the management system and operational mechanism that are in line with international standards, strengthen the management, improve the efficiency; improve the technological content of products guided by the market and via product upgrades and technical innovations, continue reducing the costs, expanding the market share, thus, to improve the Company's overall competitiveness.

Article 13. The business scope of the Company shall be in accordance with the items approved by the agency with which the Company is registered.

The business scope of the Company shall include: the exploration and mining of bauxite and other metals, limestone and coal; the production and sale of aluminum, magnesium and other metal products, smelted products and processed products; the production and sales of coal; the production and sales of carbon products and related non-ferrous metal products, water, electricity and steam, industrial oxygen and nitrogen; the production, sales, loading, unloading and transportation services of autoclaved fly ash bricks; the production and sales of sulfuric acid (or the hazardous chemicals); electricity generation and sales; research and development, production and sales of products from comprehensive utilization of mine tailings (including red mud); prospective design, construction and installation; the manufacturing, installation and maintenance of machinery and equipment, spare parts, non-standard equipment; the repairing of automotive and construction machinery; the manufacture and sales of automobile of special process; the road transport of cargo; the installation, maintenance, inspection and sales of telecommunications communication and testing instruments; automat measurement control, the design, installation and testing of network and software system; the material inspection and analysis; operation of office automation and instruments; relevant technological development and technical services.

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Article 14. The Company may, based on business development demand, establish wholly owned subsidiaries and holding companies, branches, offices and other branches. The subsidiary name should begin with "Chalco", the abbreviation for Aluminum Corporation of China Limited. The branch name should begin with the full name of "Aluminum Corporation of China Limited".

Subject to the approval by relevant government agencies, the Company may adjust its form and scope of business timely, and may establish branches (no matter whether or not it is wholly owned) and offices inside and outside the People's Republic of China as well as in Hong Kong, Macao or Taiwan according to the business development demand.

CHAPTER 3 Shares and Registered Capital

Article 15. The Company shall have ordinary shares at all times. The ordinary shares issued by the Company include domestic shares and foreign shares. It may have other kinds of shares according to the need, upon approval by the authorities that are authorized by the State Council to examine and approve companies.

Article 16. All the shares issued by the Company shall have a par value which shall be RMB1 Yuan for each share.

For the purposes of the above paragraph, the term "RMB" shall refer to the legal tender of the People's Republic of China.

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Article 17. The Company may issue shares to domestic investors and foreign investors following approval from the State Council authorities in charge of securities.

For the purposes of the preceding paragraph, the term "foreign investors" shall mean investors from foreign countries or from the Hong Kong Special Administrative Region, the Macao Special Administrative Region or Taiwan that subscribe for shares issued by the Company; and the term "domestic investors" shall mean investors inside the PRC, excluding the above-mentioned regions, that subscribe for shares issued by the Company.

Article 18. Shares issued by the Company to domestic investors and to be subscribed for in Renminbi shall be referred to as "domestic investment shares". Shares issued by the Company to foreign investors and to be subscribed in a foreign currency shall be referred to as "foreign investment shares". Foreign investment shares listed outside the People's Republic of China shall be referred to as "foreign investment shares listed outside the People's Republic of China". Both holders of domestic investment shares and overseas listed foreign investment shares are holders of common shares and shall enjoy identical rights and bear identical obligations.

For the purposes of the preceding paragraph, the term "foreign currency" means the legal tender, other than the Renminbi, of another country or region that can be used to pay subscription moneys to the Company and which is recognized by the competent state foreign exchange control authority.

The domestic investment shares issued by the Company shall be centrally deposited with Shanghai Branch of China Securities Depository and Clearing Corporation Limited; the overseas listed foreign investment shares issued by the Company shall be centrally deposited with Hong Kong Securities Clearing Company Limited.

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Article 19. Foreign investment shares issued by the Company and listed in Hong Kong shall be referred to as "H shares". H shares shall refer to the shares which have been approved to be listed on the Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the par value of which is denominated in Renminbi, and which are subscribed for and traded in Hong Kong dollars.

Article 20. Upon approval by the authority that is authorized by the State Council to approve companies, the Company can issue 11.45 billion shares of ordinary shares; the Company issued a total 8 billion common shares (domestic shares) to its sponsors at the time of its establishment. Upon the approval of the State Council and the national authorities in charge of securities, one of the sponsors, Aluminum Corporation of China has transferred part of shares to China Cinda Asset Management Corporation, China Orient Asset Management Corporation and China Development Bank, in which, 1662.28 million shares are transferred to China Cinda Asset Management Corporation; 621.67 million shares are transferred to China Orient Asset Management Corporation; 572.84 million shares are transferred to China Development Bank.

The investment made by the sponsors at the time of the establishment of the Company is as follows:

Sponsor's name	Number of shares		Investment method	Investment time
	subscribed			
Aluminum Corporation of China	7,673,770,000		Net assets	June 28, 2001
Guangxi Investment Group Co., Ltd.	196,800,000		Net assets	June 28, 2001
Guizhou Materials Development and Investment Co., Ltd.	129,430,000		Net assets	June 28, 2001
Total			8,000,000,000	

Article 21. The Company publicly issued 2,749,889,968 shares of overseas listed foreign investment shares (H shares) after the establishment of the Company, in which, there are 2,499,900,153 shares of new shares and 249,989,815 shares of stock shares sold by part of shareholders.

After completion of the aforementioned issues of H shares, the Company has total share capital of 10,499,900,153 shares. The composition of the share capital is as follows: there are 7,750,010,185 domestic shares, accounting for 73.81 percent of the Company's total shares, in which, the sponsor, Aluminum Corporation of China holds 4,656,261,060 shares, accounting for 44.35 percent of the Company's total shares; the sponsor, Guangxi Investment Group Co., Ltd. holds 196,800,000 shares, accounting for 1.87 percent of the Company's total shares; the sponsor, Guizhou Materials Development and Investment Co., Ltd. holds 129,430,000 shares, accounting for 1.23 percent of the Company's total shares; China Cinda Asset Management Corporation holds 1,610,332,210 shares, accounting for 15.43 percent of the Company's total shares; China Orient Asset Management Corporation holds 602,246,135 shares, accounting for 5.73 percent of the Company's total shares; China Development Bank holds 554,940,780 shares, accounting for 5.29 percent of the Company's total shares; the holders of the overseas listed foreign investment shares (H shares) hold 2,749,889,968 shares, accounting for 26.19 percent of the Company's total shares.

Following approval by the approval authority authorized by the State Council, the Company issued additional 549,976,000 shares of overseas listed foreign investment shares (H shares) in 2004.

After completion of the aforementioned issues of H shares, the Company has total share capital of 11,049,876,153 shares. The composition of the share capital is as follows: there are 7,750,010,185 domestic shares, accounting for 70.13 percent of the Company's total shares, in which, the sponsor, Aluminum Corporation of China holds 4,656,261,060 shares, accounting for 42.14 percent of the Company's total shares; the sponsor, Guangxi Investment Group Co., Ltd. holds 196,800,000 shares, accounting for 1.78 percent of the Company's total shares; the sponsor, Guizhou Materials Development and Investment Co., Ltd. holds 129,430,000 shares, accounting for 1.17 percent of the Company's total shares; China Cinda Asset Management Corporation holds 1,610,332,210 shares, accounting for 14.57 percent of the Company's total shares; China Orient Asset Management Corporation holds 602,246,135 shares, accounting for 5.45 percent of the Company's total shares; China Development Bank holds 554,940,780 shares, accounting for 5.02 percent of the Company's total shares; the holders of the overseas listed foreign investment shares (H shares) hold 3,299,865,968 shares, accounting for 29.87 percent of the Company's total shares.

Following the approval of the State Council, China Construction Bank Corporation has recovered the Company's 6.42 percent shares managed by China Cinda Asset Management Corporation and held the shares by itself in 2005, thus becoming the Company's shareholder. The Company's total number of shares has not been changed, but the number of shares held by China Cinda Asset Management Corporation is reduced accordingly.

After completion of the aforementioned shareholder change, the Company has total share capital of 11,049,876,153 shares. The composition of the share capital is as follows: there are 7,750,010,185 domestic shares, accounting for 70.13 percent of the Company's total shares, in which, the sponsor, Aluminum Corporation of China holds 4,656,261,060 shares, accounting for 42.14 percent of the Company's total shares; the sponsor, Guangxi Investment Group Co., Ltd. holds 196,800,000 shares, accounting for 1.78 percent of the Company's total shares; the sponsor, Guizhou Materials Development and Investment Co., Ltd. holds 129,430,000 shares, accounting for 1.17 percent of the Company's total shares; China Cinda Asset Management Corporation holds 900,559,074 shares, accounting for 8.15 percent of the Company's total shares; China Construction Bank Corporation holds 709,773,136 shares, accounting for 6.42 percent of the Company's total shares; China Orient Asset Management Corporation holds 602,246,135 shares, accounting for 5.45 percent of the Company's total shares; China Development Bank holds 554,940,780 shares, accounting for 5.02 percent of the Company's total shares; the holders of the overseas listed foreign investment shares (H shares) hold 3,299,865,968 shares, accounting for 29.87 percent of the Company's total shares.

Following approval by the approval authority authorized by the State Council, the Company issued additional 644,100,000 shares of overseas listed foreign investment shares (H shares) in 2006, in which, there are 600,000,000 shares of new shares and 44,100,000 shares of stock shares sold by part of shareholders.

After completion of the aforementioned issues of H shares, the Company has total share capital of 11,649,876,153 shares. The composition of the share capital is as follows: there are 7,705,910,185 domestic shares, accounting for 66.15 percent of the Company's total shares, in which, the sponsor, Aluminum Corporation of China holds 4,612,161,060 shares, accounting for 39.59 percent of the Company's total shares; the sponsor, Guangxi Investment Group Co., Ltd. holds 196,800,000 shares, accounting for 1.69 percent of the Company's total shares; the sponsor, Guizhou Materials Development and Investment Co., Ltd. holds 129,430,000 shares, accounting for 1.11 percent of the Company's total shares; China Cinda Asset Management Corporation holds 900,559,074 shares, accounting for 7.73 percent of the Company's total shares; China Construction Bank Corporation holds 709,773,136 shares, accounting for 6.09 percent of the Company's total shares; China Orient Asset Management Corporation holds 602,246,135 shares, accounting for 5.17 percent of the Company's total shares; China Development Bank holds 554,940,780 shares, accounting for 4.76 percent of the Company's total shares; the holders of the overseas listed foreign investment shares (H shares) hold 3,943,965,968 shares, accounting for 33.85 percent of the Company's total shares.

Following the approval of the special resolution by the Shareholders' General Meeting of the Company and following the approval by the approval authority authorized by the State Council, the Company issued 1,236,731,739 A shares and 637,880,000 shares in 2007.

Upon the issuance, the composition of the Company's share capital is as follows: there are 13,524,487,892 ordinary shares, in which, the holders of A shares hold 9,580,521,924 shares, accounting for 70.84 percent of the Company's total ordinary shares; the holders of overseas listed foreign investment shares hold 3,943,965,968 shares, accounting for 29.16 percent of the Company's total ordinary shares.

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Following the approval of the special resolution by the Shareholders' General Meeting of the Company and following the approval by the approval authority authorized by the State Council, the Company issued additional 1,379,310,344 A shares by way of non-public issuance in June 2015.

Upon the completion of the additional issuance, the composition of the Company's current share capital is as follows: there are 14,903,798,236 ordinary shares, in which, the holders of A shares hold 10,959,832,268 shares, accounting for 73.54 percent of the Company's total ordinary shares; the holders of overseas listed foreign investment shares hold 3,943,965,968 shares, accounting for 26.46 percent of the Company's total ordinary shares.

Article 22. After the Company's plan for the offering of domestic investment shares and overseas listed foreign investment shares has been approved by the CSRC, the Board of Directors of the Company may arrange for implementation of such plan by means of separate issues.

The Company's plans for the offerings of domestic investment shares and overseas listed foreign investment shares in accordance with the preceding paragraph may be implemented separately within 15 months from the date of approval by the China Securities Regulatory Commission (the "CSRC").

Article 23. If the Company offers domestic investment shares and overseas listed foreign investment shares separately within the total number of shares specified in the offer plan, each such offering shall be fully subscribed for in one time. If special circumstances make it impossible for each such offering to be fully subscribed for in one time, the shares may be offered in installments, subject to the approval of the CSRC.

Article 24. The registered capital of the Company is RMB14,903,798,236 Yuan.

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Article 25. The Company may approve capital increases depending on its business and development requirements in accordance with the relevant provisions of the Articles of Association of the Company.

The Company may increase its capital by the following methods:

- (1) raising of new shares from non-specific investors;
- (2) placing of new shares to existing shareholders;
- (3) allotment of new shares to existing shareholders;
- (4) conversion of funds in the capital common reserve to share capital;
- (5) other methods permitted by laws and administrative regulations.

If the Company is to increase its capital by an offering of new shares, it shall do so by the procedure provided for in relevant state laws after such increase has been approved in accordance with these Articles of Association.

Article 26. Except as otherwise provided by laws and administrative regulations, shares in the Company may be transferred freely with no lien attached.

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CHAPTER 4 Reduction of Capital and Buyback of Shares

Article 27. In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital.

Article 28. If the Company is to reduce its capital, it must prepare a balance sheet and a list of its property.

The Company shall notify its creditors within 10 days from the date of adoption of the resolution to reduce its registered capital and publish a public announcement of the resolution in newspapers within 30 days. Creditors shall, within 30 days of receiving written notice, or within 45 days of the date of the public announcement for those who have not received written notice, be entitled to require the Company to pay its debts in full or to provide a corresponding security for repayment.

The reduced registered capital of the Company may not be less than the statutory minimum.

Article 29. The Company may, in the following circumstances, buy back its own outstanding shares by the procedure provided for in laws and these Articles of Association, after approval by relevant State authorities:

- (1) cancellation of shares in order to reduce its capital;
- (2) merger with another company holding shares of the Company;
- (3) grant of shares as an incentive to its employees;

- (4) a shareholder opposes a resolution on the merger or division of the Company adopted at a Shareholders' General Meeting and requests that the Company purchase his or her shares;

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- (5) other circumstances approved in laws or administrative regulations.

If the Company buys back its own outstanding shares, it shall do by the provisions set forth from Article 30 to Article 33 of these Articles of Association.

Article 30. After the Company is approved by relevant State authorities to buy back its own shares, it may proceed in any of the following manners:

- (1) issuance to all of the shareholders of a buyback offer on a pro rata basis;
- (2) buyback through open transactions on a stock exchange;
- (3) buyback by agreement outside a stock exchange;
- (4) other manners as permitted by laws and administrative regulations or the State Council's authorities in charge of securities.

Article 31. If the Company is to buy back shares by agreement outside a stock exchange, prior approval shall be obtained from the Shareholders' General Meeting in accordance with these Articles of Association. Upon prior approval by the Shareholders' General Meeting obtained in the same manner, the Company may terminate or vary a contract concluded in the manner set forth above or waive any of its rights under such contract.

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For the purposes of the preceding paragraph, "contracts for the buyback of shares" shall include (but not be limited to) agreements whereby buyback obligations are undertaken and buyback rights are acquired.

The Company may not transfer a contract for the buyback of its own shares or any of its rights thereunder.

With respect to redeemable shares which the Company has the right to buy back, if the buyback is to be made in a manner other than through the market or by tender, the buyback price must be limited to a maximum price; if the buyback is to be made by tender, tenders shall be available to all shareholders alike under same conditions.

Article 32. After the Company has bought back its shares according to laws, it shall transfer or cancel such shares within the period prescribed in the laws and administrative regulations. If the Company cancels shares, it shall carry out the registration of the change in its registered capital with its original registrar.

The amount of the Company's registered capital shall be reduced by the total par value of the shares canceled.

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Article 33. Unless the Company has already entered the liquidation stage, it must comply with the following provisions in buying back its outstanding shares:

- (1) if the Company buys back shares at their par value, the amount thereof shall be deducted from the book balance of distributable profit and/or from the proceeds of a fresh share offer made to buy back the old shares;
- (2) if the Company buys back shares at a price higher than their par value, the portion corresponding to their par value shall be deducted from the book balance of the Company's distributable profit and/or from the proceeds of a fresh share offer made to buy back the old shares; and the portion in excess of the par value shall be handled according to the following methods:
 - (i) if the shares being bought back were issued at their par value, the amount shall be deducted from the book balance of the Company's distributable profit;
 - (ii) if the shares being bought back were issued at a price higher than their par value, the amount shall be deducted from the book balance of distributable profit and/or the proceeds of a fresh share offer made to repurchase the old shares; however, the amount deducted from the proceeds of the fresh share offer may not exceed the total premium obtained at the time of issuance of the old shares nor may it exceed the amount in the Company's premium account (or capital common reserve account) (including the premiums from the fresh share offer) at the time of the buyback;
- (3) The sums paid by the Company for the purposes set forth below shall be paid out of the Company's distributable profit:
 - (i) acquisition of the right to buy back its own shares;
 - (ii) amendment of any contract for the buyback of its own shares;

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- (iii) Release from any of its obligations under a buyback contract;

- (4) after the par value of the cancelled shares has been deducted from the registered capital of the Company in accordance with relevant regulations, that portion of the amount deducted from the distributable profit and used to buy back shares which corresponds to the par value of the shares bought back shall be credited to the Company's capital common reserve account.

CHAPTER 5 Financial Assistance for the Purchase of Company Shares

Article 34. Neither the Company nor its subsidiaries shall at any time provide any financial assistance in any form to purchasers or prospective purchasers of shares of the Company. Purchasers of shares of the Company as referred to above shall include persons that directly or indirectly assume obligations as a result of purchasing shares of the Company.

Neither the Company nor its subsidiaries shall at any time provide any financial assistance in any form to the above obligors in order to reduce or release them from their obligations.

The provisions of this Article shall not apply to the circumstances described in Article 36 of this Chapter.

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Article 35. For the purposes of this Chapter, the term "financial assistance" shall include (but not be limited to) financial assistance in the forms set forth below:

- (1) gift;
- (2) security (including the undertaking of liability or provision of property by the guarantor in order to secure the performance of the obligation by the obligor), indemnity (not including, however, indemnity arising from the Company's own fault), release or waiver of rights;
- (3) provision of a loan or conclusion of a contract under which the obligations of the Company are to be fulfilled before the obligations of the other party to the contract, or the amendment of, or the transfer of rights under, such loan or contract;
- (4) financial assistance in any other form if the Company is insolvent or has no net assets or if such assistance would lead to a major reduction in the Company's net assets.

For the purposes of this Chapter, the term "assume obligations" shall include the assumption of an obligation by the obligor by reason of concluding a contract or making an arrangement (whether or not such contract or arrangement is enforceable, and whether or not such obligation is undertaken by the obligor individually or jointly with any other person) or by changing its financial position in any other way.

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Article 36. The acts listed below shall not be regarded as acts prohibited under Article 34 of these Articles of Association:

- (1) where the Company provides the relevant financial assistance genuinely for the benefit of the Company and the main purpose of the financial assistance is not the purchase of shares of the Company, or the financial assistance is an incidental part of some overall plan of the Company;
- (2) lawful distribution of the Company's property in the form of dividends;
- (3) distribution of dividends in the form of shares;
- (4) reduction of registered capital, buyback of shares, adjustment of the equity structure, etc. in accordance with these Articles of Association;
- (5) provision of a loan by the Company within its scope of business and in the ordinary course of its business (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profit);
- (6) the provision of money by the Company for an employee shareholding scheme (provided that the same does not lead to a reduction in the net assets of the Company or that if the same constitutes a reduction, the financial assistance was paid out of the Company's distributable profit).

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CHAPTER 6 Share Certificates and Register of Shareholders

Article 37. The Company's shares shall be registered shares.

The Company's share certificates shall clearly state the following main particulars:

- (1) the Company's name;
- (2) the date of incorporation of the Company;
- (3) the class of shares, par value and the number of shares represented thereby;
- (4) the serial number of the share certificate;

- (5) other matters as required by the Company Law, Special Provisions and the securities exchange(s) on which the shares of the Company are listed.

Article 38. Shares of the Company may be transferred, gifted, succeeded to and mortgaged in accordance with relevant laws, administrative regulations and these Articles of Association.

When shares are transferred and assigned, registration shall be carried out with the share registrar appointed by the Company.

Article 39. The share certificates shall be signed by the legal representative of the Company. If the signatures of other senior management staff of the Company are required by the stock exchange on which Company shares are listed, the share certificates shall also be signed by such other senior management staff. The share certificates shall become effective after the Company's seal (including the corporation securities' seal) is affixed thereto or printed thereon. The affixing of the Company's seal (including the corporation securities' seal) on the share certificates shall require the authorization of the Board of Directors. The signature of the Chairman of the Board of Directors or of other relevant senior management staff on the share certificates may also be in printed form.

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Article 40. The Company shall not accept its own share certificates as the subject matter of a pledge.

Article 41. The directors, supervisors, the Managers and other senior management staff of the Company shall report to the Company the shares of the Company that they hold and the changes in their shareholdings during their term of office. A director, supervisor, the Manager or senior officer shall transfer the shares of the Company in accordance with the provisions in laws, regulations and/or the listing rules.

Article 42. If a director, supervisor, the Manager, senior deputy manager, deputy manager or other senior management staff of the Company, or a holder of at least 5 percent of the domestic investment shares of the Company, sells the shares of the Company that he or she holds within six months after acquiring the same, or buys such shares back within six months after selling the same, the gains obtained therefrom shall belong to the Company and the Board of Directors of the Company shall recover such gains from him or her. However, a securities company that underwrote shares on a firm commitment basis and which, after purchasing the shares remaining after the sale, holds at least 5 percent of the shares shall not be subject to the six-month time limit when selling such shares.

If the Board of Directors of the Company fails to act in accordance with the preceding paragraph, shareholders shall have the right to demand that the Board of Directors act within 30 days. If the Board of Directors of the Company fails to act within such time period, shareholders shall have the right, in the interests of the Company, to directly institute a legal action in a court in their own name.

If the Board of Directors of the Company fails to act in accordance with the first paragraph, the responsible directors shall be jointly and severally liable in accordance with the laws.

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Article 43. The Company shall keep a register of shareholders, in which the following particulars shall be recorded:

- (1) the name, address (domicile), profession or nature of each shareholder;
- (2) the class and quantity of shares held by each shareholder;
- (3) the amount paid or payable for the shares held by each shareholder;
- (4) the serial numbers of the shares held by each shareholder;
- (5) the date on which each shareholder is registered as such;
- (6) the date on which each shareholder ceases to be a shareholder.

The register of shareholders shall be sufficient evidence of the holding of Company shares by a shareholder, unless there is evidence to the contrary.

Article 44. The Company may, pursuant to an understanding or agreement reached between the CSRC and the foreign securities regulator, keep its register of holders of overseas listed foreign investment shares outside the PRC, and appoint an overseas agent to administer the same. The original register of shareholders of holders of H shares shall be maintained in Hong Kong.

The Company shall keep at its domicile a duplicate of the register of holders of overseas listed foreign investment shares. The appointed overseas agent shall ensure that the register of holders of overseas listed foreign investment shares and its duplicate are consistent at all times.

If the original and duplicate of the register of holders of overseas listed foreign investment shares and its duplicate are inconsistent, the original shall prevail.

Article 45. The Company shall keep a complete register of shareholders.

The register of shareholders shall include the following parts:

- (1) a register kept at the Company's domicile other than those provided for under items (2) and (3) of this paragraph;

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- (2) the register of holders of overseas listed foreign investment shares kept in the place of the overseas stock exchange on which the shares are listed;

- (3) registers of shareholders kept in such other places as the Board of Directors may decide necessary for listing of the Company's shares.

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Article 46. The various parts of the register of shareholders shall not overlap. The transfer of shares registered in a certain part of the register of shareholders shall not, during the continuance of the registration of such shares, be registered in any other part of the register.

All overseas listed foreign investment shares listed in Hong Kong for which the share capital has been paid in full may be transferred freely in accordance with the Articles of Association. The Board of Directors may refuse to recognize any instrument of transfer without giving any reason unless such transfer is carried out in compliance with the following conditions:

- (1) payment of HK\$2.50 per instrument of transfer or higher charge as agreed at such time by the SEHK has been made to the Company for the purpose of registering the instrument of transfer and other documents relating to or which may affect the title to the shares;
- (2) the instrument of transfer only involves overseas listed foreign investment shares listed in Hong Kong;
- (3) the stamp duty payable on the instrument of transfer as required by Hong Kong laws has been paid;
- (4) relevant share certificates and evidence that the transferor has the right to transfer such shares as reasonably required by the Board of Directors have been provided;
- (5) if the shares are to be transferred to joint holders, the number of registered joint holders may not exceed four;
- (6) the relevant shares are not encumbered by any Company lien.

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All transfers of overseas listed foreign investment shares shall be effective with a written instrument of transfer in general or ordinary form or such other form as acceptable to the Board of Directors. And the instrument of transfer shall become effective after being manually signed or the Company seal (if the transferor or the transferee is a company) is affixed thereto or printed thereon. If the transferor or transferee of the Company's shares is a recognized clearing house or an agent thereof, the signature on the written instrument of transfer may be manually signed or mechanically printed. All instruments of transfer must be kept at the legal address of the Company or other place as may be designated by the Board of Directors from time to time.

Changes to and corrections of each part of the register of shareholders shall be carried out in accordance with the laws of its situs.

Article 47. No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a Shareholders' General Meeting or 5 days prior to the date of record set by the Company for the purpose of distribution of dividends.

Article 48. When the Company is to convene a Shareholders' General Meeting, to distribute dividends, to be liquidated or to carry out other acts requiring confirmation of equity interests, the Board of Directors or the convener of the Shareholders' General Meeting shall decide upon a date as the record date. Shareholders whose names appear on the register at closing on the record date shall be the shareholders entitled to the relevant rights and interests.

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Article 49. Any person that challenges the register of shareholders and requests that his or her name be entered into or removed from the register may apply to the competent court for rectification of the register.

Article 50. Any shareholder who is registered in the register of shareholders or any person who requests that his or her name be entered into the register of shareholders may, if his or her share certificate (the "original share certificate") is lost, apply to the Company for issuance of a replacement certificate in respect of such shares (the "relevant shares").

Applications for the replacement of share certificates from holders of domestic investment shares who have had their certificates stolen or damaged, or who have lost the same shall be handled in accordance with Article 143 of the Company Law.

Applications for the replacement of share certificates from holders of overseas listed foreign investment shares who have had their certificates stolen or damaged, or who have lost the same may be handled in accordance with the laws, stock exchange rules or other relevant regulations of the place where the original of the register of holders of overseas listed foreign investment shares is kept.

Applications for the replacement of share certificates from holders of H shares shall comply with the following requirements:

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- (1) the applicant shall submit the application in the standard form prescribed by the Company accompanied by a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the applicant's reason for the application, the circumstances and evidence of the loss of the share certificate and a declaration that no other person may request registration as a shareholder in respect of the relevant shares;
- (2) the Company shall not have received any declaration requesting registration as a shareholder in respect of the shares from any person other than the applicant before it decides to issue a replacement share certificate;
- (3) if the Company decides to issue a replacement share certificate to the applicant, it shall publish a public announcement of its intention to do so in the newspapers or periodicals designated by the Board of Directors; the period of the public announcement shall be 90 days, during which its publication shall be repeated at least once every 30 days;

- (4) before publishing the public announcement of its intention to issue a replacement share certificate, the Company shall submit a copy of the announcement to be published to the stock exchange where it is listed and may proceed with publication after having received a reply from the stock exchange confirming that the announcement has been displayed in the stock exchange; the announcement shall be displayed in the stock exchange for a period of 90 days; if the application for issuance of a replacement share certificate was made without the consent of the registered holder of the relevant shares, the Company shall mail to such shareholder a photocopy of the public announcement that it intends to publish;

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- (5) if, at the expiration of the 90-day periods provided for in items (3) and (4) hereof, the Company has not received any objection to the issuance of a replacement share certificate from any person, it may issue a replacement share certificate in accordance with the application of the applicant;
- (6) when the Company issues a replacement share certificate under this Article, it shall immediately cancel the original share certificate and record such cancellation and the issuance of the replacement share certificate in the register of shareholders;
- (7) all expenses of the Company for the cancellation of the original share certificate and the issuance of a replacement share certificate shall be borne by the applicant. The Company shall be entitled to refuse to take any action until the applicant has provided reasonable security.

Article 51. After the Company has issued a replacement share certificate in accordance with these Articles of Association, it may not delete from the register of shareholders the name of a bona fide purchaser of the replacement share certificate mentioned above or of a shareholder that is subsequently registered as the owner of the shares (provided that he or she is a *bona fide* purchaser).

Article 52. The Company shall not be held liable for damages in respect of any damage suffered by any person from the cancellation of the original share certificate or the issuance of the replacement share certificate, unless the claimant can prove fraud on the part of the Company.

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CHAPTER 7 Rights and Obligations of the Shareholders

Article 53. The Company's shareholders are persons that lawfully hold shares of the Company and whose names are entered in the register of shareholders.

Shareholders shall enjoy rights and bear obligations according to the class and quantity of shares held by them. Holders of shares of the same class shall enjoy equal rights and bear equal obligations.

For the joint shareholders, if one of the joint shareholders has passed away, the surviving shareholders shall be deemed by the Company to have the ownership of the related shares, but the Board of Directors is entitled to ask for the provision of the suitable death certificate for the purpose of revision of the register of shareholders. For the joint shareholders of any classes of shares, only the first named shareholder in the register of shareholders has the right to receive the share certificates of the related shares, receive the notice of the Company, attend the Shareholders' General Meeting and exercise his or her voting right; while, any notice delivered to the said shareholder shall be deemed as the notice has been delivered to all of the joint shareholders of the related shares.

The Company may not exercise any power to freeze or otherwise impair any of the rights attached to any share by reason only that the person who is interested directly or indirectly therein has failed to disclose his or her interests to the Company.

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Article 54. Holders of ordinary shares of the Company shall enjoy the following rights:

- (1) collect dividends and other profit distributions on the basis of the number of shares held by them;
- (2) demand, convene, preside over, participate or appoint their proxies to participate in shareholders' meetings in accordance with laws, and exercise voting rights pursuant to their shareholdings.
- (3) supervise and control the Company's business activities, and raise suggestions or inquiries;
- (4) transfer, donate, or pledge shares in accordance with laws, administrative regulations and the Company's Articles of Association;
- (5) obtain relevant information in accordance with the Articles of Association of the Company, which shall include:
 - i. obtaining the Articles of Association of the Company after payment of a charge to cover costs;
 - ii. being entitled to browse and make a copy after payment of reasonable charges, including:
 - (i) all parts of the register of shareholders;
 - (ii) personal information on the directors, supervisors, managers and other senior management staff of the Company, including:
 - (a) current and previous names and aliases;
 - (b) main addresses (domiciles);

- (c) nationalities;
- (d) full-time and other part-time occupations and duties;
- (e) identification documents and their numbers.
- (iii) the status of the Company' share capital;
- (iv) reports of the aggregate par value, number of shares, and highest and lowest prices of each category of shares bought back by the Company since the last fiscal year as well as all the expenses paid by the Company therefore;

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- (v) meeting minutes of the shareholders' meeting, resolution of the meeting of the Board of Directors, and resolution of the meeting of the Board of Supervisors;
- (vi) stub copy of corporate bond and financial reports.
- (6) participate in the distribution of the surplus assets of the Company according to their shareholding when the Company is terminated or liquidated;
- (7) with respect to any shareholder, who objects to the resolution of the Shareholders' General Meeting on the merger or division of the Company, requires the Company to buy back his or her shares;
- (8) institute a legal action in a People's Court and claim relevant rights, in accordance with the Company Law, other laws, administrative rules and regulations against the acts that damage the Company's interests or infringe the legitimate rights of the shareholders;
- (9) other rights conferred by laws, administrative rules and regulations and the Company's Articles of Association.

Article 55. Holders of common shares of the Company bear the following obligations:

- (1) to comply with the Articles of Association of the Company;
- (2) to pay subscription moneys according to the shares subscribed for by them and the method of acquiring such shares;
- (3) not to return their shares except in circumstances specified in laws and regulations;

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- (4) not to abuse their shareholders' rights to harm the interests of the Company or those of other shareholders; not to abuse the Company's independent legal person status or shareholders' limited liability to harm the interests of the Company's creditors; if a shareholder abuses his or her shareholder rights, thereby causing the Company or another shareholder to sustain a loss, he or she shall be held liable for damages in accordance with laws; if a shareholder abuses the Company's independent legal person status or shareholders' limited liability to evade a debt, thereby materially harming the interests of a creditor of the Company, he or she shall bear joint and several liability for the debt of the Company;
- (5) other obligations imposed by laws, administrative rules and regulations and these Articles of Association.

Shareholders shall not bear any liability for further contributions to share capital other than the conditions agreed to by the subscribers for the shares at the time of subscription.

Article 56. The controlling shareholders and actual controllers of the Company may not take advantage of their connected relationships to harm the interests of the Company, and they shall be held liable for damages if they violate regulations which causes the Company to sustain a loss.

The controlling shareholders and the actual controllers of the Company bear a fiduciary duty toward the Company and retail shareholders. The controlling shareholder shall exercise its rights as an investor in strict accordance with laws. It may not use such means as a profit distribution, asset restructuring, investment in a third party, appropriation of funds, loan security, etc. or use its controlling position to harm the lawful rights and interests of the Company and the retail shareholders.

Article 57. In addition to the obligations imposed by laws, administrative rules and regulations and the listing rules of the stock exchange on which Company shares are listed, the controlling shareholder of the Company may not, in exercising its shareholder powers, make decisions prejudicial to the interests of all or some of the shareholders due to the exercise of its voting rights on the issues set forth below:

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- (1) relieving a director or supervisor of the responsibility to act honestly in the best interests of the Company;
- (2) approving that a director or supervisor (for his or her own or another person's benefit) deprive the Company of its property in any way, including (but not limited to) any opportunities that are advantageous to the Company;
- (3) approving that a director or supervisor (for his or her own or another persons benefit) deprive other shareholders of their individual rights or interests, including (but not limited to) rights to distributions and voting rights, but excluding a restructuring of the Company submitted to the Shareholders' General Meeting for adoption in accordance with these Articles of Association.

Article 58. For the purposes of the preceding Article, the term "controlling shareholder" shall refer to a person that satisfies any of the following conditions:

- (1) a person who, acting alone or in concert with others, has the power to elect not less than one half of the directors;
- (2) a person who, acting alone or in concert with others, has the power to exercise or control 30 percent or more of the Company's voting rights;
- (3) a person who, acting alone or in concert with others, holds 30 percent or more of the issued and outstanding shares of the Company;
- (4) a person who, acting alone or in concert with others, has de facto control of the Company in any other manner.

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CHAPTER 8 Shareholders' General Meeting

Article 59. The Shareholders' General Meeting shall be the organ of authority of the Company and shall exercise its functions and powers in accordance with the laws.

Article 60. The Shareholders' General Meeting shall exercise the following functions and powers:

- (1) to decide on the business policies and investment plans of the Company;
- (2) to elect and replace directors and decide on matters concerning the remuneration of directors;
- (3) to elect and replace the supervisors who are to be appointed from among the shareholders' representatives and decide on matters concerning the remuneration of supervisors;
- (4) to consider and approve reports of the Board of Directors;
- (5) to consider and approve reports of the Board of Supervisors;
- (6) to consider and approve the Company's annual financial budget plans and final accounting plans;
- (7) to consider and approve the Company's profit distribution plans and plans for making up losses;
- (8) to pass resolutions concerning the increase or reduction of the Company's registered capital;

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- (9) to pass resolutions on the merger, division, dissolution or liquidation of the Company;
- (10) to pass resolutions on the issuance of corporate bonds;
- (11) to pass resolutions on the engagement, dismissal or non-renewal of the engagement of accounting firms by the Company;
- (12) to amend the Articles of Association of the Company;
- (13) to pass resolutions on matters relating to the share-related remuneration (such as placement of shares or stock option, etc.) of the employees;
- (14) to consider and approve matters relating to the purchase and/or sale by the Company within one year of material assets valued at more than 25 percent of the Company's total assets;
- (15) to pass resolutions on matters relating to the security for third parties that laws, administrative regulations and the Company's Articles of Association require to be resolved by the Shareholders' General Meeting;
- (16) to consider and approve changes in the use of raising funds;
- (17) other matters that laws, administrative regulations and the Company's Articles of Association require to be resolved by the Shareholders' General Meeting.

The Shareholders' General Meeting may delegate or entrust its matters to be handled by the Board of Directors.

Article 61. Any external guarantee matters of the Company shall be passed by through deliberation by the Board of Directors. The following guarantee matters after the deliberation by the Board of Directors shall be submitted to the Shareholders' General Meeting for approval:

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- (1) any guarantee provided after the total guarantee amount of the Company and its holding subsidiaries reaches or exceeds 50 percent of the latest audited net assets;
- (2) any guarantee provided for those whose asset to liability ratio exceeds 70 percent;
- (3) any guarantee with a single amount guaranteed exceeding 10 percent of the latest audited net assets;

- (4) security to be provided for a shareholder, the actual controller or a connected person thereof;
- (5) any guarantee provided after the total guaranteed amount of the Company reaches or exceeds 25 percent of the latest audited net assets;
- (6) other provisions of security that laws, administrative rules and regulations, as well as these Articles of Association specify to be submitted to the Shareholders' General Meeting for approval.

If a director, the Manager, senior assistant manager, assistant manager or other senior officer violates a provision on the approval authority or consideration procedure for the provision of security to third parties as specified in laws or these Articles of Association, thereby causing the Company to sustain a loss, he or she shall be held liable for damages and the Company may institute a legal action against him or her in accordance with the laws.

Article 62. The matters that shall be decided by the Shareholders' General Meeting in accordance with the laws, the administrative regulations and rules, as well as the Articles of Association must be reviewed by the Shareholders' General Meeting, in order to protect the decision-making power of the Company's shareholders on such matters. When necessary and reasonable, the Shareholders' General Meeting may authorize the Board of Directors to decide to the extent authorized on specific matters that relate to the matters to be resolved and that cannot be promptly decided on at the Shareholders' General Meeting.

As for the authorization of the Board of Directors by the Shareholders' General Meeting, the ordinary resolutions of the Shareholders'

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General Meeting shall be adopted by shareholders in attendance (including proxies) holding at least half of the voting rights; the special resolutions of the Shareholders' General Meeting shall be adopted by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights. The content of authorization should be clear and specific.

Article 63. Without the prior approval of the Shareholders' General Meeting, the Company may not conclude any contract with any person other than a director, a supervisor, a manager or other senior management staff of the Company for the delegation of the whole business management or important business management of the Company to that person.

Article 64. Shareholders' general meetings can be divided into annual shareholders' general meetings and extraordinary shareholders' general meetings. Annual meetings shall be convened once a year and shall be held within six months following the preceding fiscal year.

The Board of Directors shall convene an extraordinary shareholders' general meeting within two months after the occurrence of any of the following circumstances:

- (1) the number of directors is less than the number provided for in the Company Law or less than two-thirds prescribed in the Articles of Association of the Company;
- (2) the losses of the Company that have not been made up reach one-third of the total share capital of the Company;
- (3) upon the request of a shareholder who alone has held or shareholders who together have held at least 10 percent (including 10 percent) of the shares of the Company for at least 90 days in succession (the shareholding referred to above shall be calculated as of the day on which the written request is made);
- (4) The Board of Directors considers that there is a need or the Board of Supervisors proposes a meeting;

The amount of the shareholding shall be based on the date of the written proposal in the case of preceding paragraph (3).

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Article 65. When the Company is to hold a general shareholders' meeting, it shall issue a written notice 45 days (including the meeting day) prior to the meeting informing all the registered shareholders of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior the day on which the meeting is to be held, serve a written reply on the Company stating that they will attend the meeting.

Based on the written replies received 20 days before the Shareholders' General Meeting is to be held, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is not less than half of the total number of the Company's voting shares, the Company may hold the Shareholders' General Meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the Shareholders' General Meeting.

Article 66. The motion of the Shareholders' General Meeting shall be the specific motion raised for the matters to be discussed at the Shareholders' General Meeting. The motion of the Shareholders' General Meeting shall meet the following requirements:

- (1) its content does not contravene laws, administrative regulations and these Articles of Association and falls within the scope of business and duties of the Shareholders' General Meeting;
- (2) it has specific subject and detailed matters to be examined at the meeting;
- (3) it shall be submitted or sent to the Board of Directors in writing.

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Article 67.

When the Company is to hold an annual Shareholders' General Meeting, the Board of Directors, the Board of Supervisors and a shareholder alone or shareholders together holding at least 3 percent of the Company's shares shall be entitled to propose motions to the Company.

A shareholder alone or shareholders together holding at least 3 percent of the shares of the Company may submit extempore motions in writing to the convener 10 days prior to the date of such meeting. The convener shall issue a supplementary notice of the Shareholders' General Meeting and make a public announcement of the contents of such extempore motion within two days after receipt of the motion.

Except as provided in the preceding paragraph, the convener may not make any changes to the motions set forth in the notice of the Shareholders' General Meeting or add any new motions once the notice and announcement of the Shareholders' General Meeting have been issued.

Article 68. The matters to be discussed at or decided by the Shareholders' General Meeting shall be determined in accordance with the Company Law and these Articles of Association. The Shareholders' General Meeting shall make decision on any matters prescribed by these Articles of Association.

The Shareholders' General Meeting may not vote and pass resolution on motions that are not set forth in the Article 65 and Article 67 or that are not consistent with Article 66 of these Articles of Association.

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Article 69. The notice of a Shareholders' General Meeting shall:

- (1) be made in writing;
- (2) specify the place, date and time of the meeting;
- (3) describe the matters to be discussed at the meeting;
- (4) provide to the shareholders the information and explanations necessary to make informed decisions on the matters to be discussed; without limiting the generality of the foregoing, when the Company proposes a merger, buyback of shares, restructuring of share capital or other reorganization, it shall provide the specific conditions and contract (if any) of the transaction contemplated and earnestly explain the cause and effect of the transaction;
- (5) contain a disclosure of the nature and extent of the material interests, if any, of any director, supervisor, the Manager or other senior management staff in any matter to be discussed; and an explanation of the difference, if any, between the way in which the matter to be discussed would affect such director, supervisor, the Manager or other senior management staff in his or her capacity as shareholder and the way in which such matter would affect other shareholders of the same class;
- (6) contain the full text of any special resolution proposed to be moved at the meeting;
- (7) contain conspicuously a statement that all shareholders are entitled to attend and vote, that they may appoint one or more proxies in writing to attend and vote at such meeting on their behalves and that such proxies need not be shareholders of the Company;
- (8) state the time and place for serving the instruments of appointment for voting at the meeting.

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Article 70. Notice of a Shareholders' General Meeting shall be delivered to the shareholders (whether or not entitled to vote thereat), by hand or prepaid mail at the recipient's address shown in the register of shareholders.

For the holders of domestic shares, notice of a Shareholders' General Meeting may also be delivered by way of public announcement. Such announcement shall be published in one or more newspapers or periodicals designated by the securities regulatory authority of the State Council within the period from the 45th day to the 50th day (including the 45th and the 50th day) prior to the date of the meeting to be held. Once the announcement is made, all the holders of domestic shares shall be deemed to have received the notice of the relevant Shareholders' General Meeting.

For holders of H Shares, notice of a Shareholders' General Meeting may also be delivered or provided by other means as specified in Article 231 of these Articles of Association, subject to laws, regulations and the relevant listing rules of the place where the Company's shares are listed.

Article 71. Any shareholder entitled to attend and vote at a shareholders' meeting shall have the right to appoint one or more persons (who need not be shareholders) as his or her proxies to attend and vote on his or her behalf. Such proxy may exercise the following rights in accordance with his or her appointment by the shareholder:

- (1) the shareholders right to be heard at the Shareholders' General Meeting;
- (2) the right to demand or join in the demand for a ballot;
- (3) unless otherwise provided in accordance with the applicable listing rules or other securities laws and regulations, the voting rights shall be exercised by show of hands or by ballot, except that if a shareholder has appointed more than one proxy, such proxies may only exercise their voting rights by ballot.

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Article 72. Shareholders shall appoint their proxies by written instruments, which shall be signed by the principals or their agents appointed in writing. If the principal is a legal person, the instrument shall be under the seal of the legal person or signed by its director(s) or duly authorized agent(s). The instrument of appointment shall specify the number of shares of the principal that the proxy represents. In case more than one person are appointed to be the proxies of shareholders, the instrument of appointment shall specify the number of voting shares which each proxy represents.

Article 73. The instrument appointing a voting proxy shall be deposited at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours prior to the specified time of the vote. If the instrument is signed by another person authorized by the principal, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be deposited together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.

If the principal is a legal person, its legal representative or the person authorized by a resolution of its Board of Directors or other decision-making body shall attend the Shareholders' General Meeting of the Company as the representative of such legal person.

Article 74. Any form issued by the Board of Directors of the Company to the shareholders for the appointment of proxies shall give the shareholders free choice to instruct their proxies to cast an affirmative or negative vote and enable the shareholders to give separate instructions on each matter to be voted on in connection with each point of discussion of the meeting. The instrument of appointment shall specify that in the absence of instructions from the shareholder, the proxy may vote as he or she thinks fit.

Article 75. A vote made in accordance with the terms of an instrument of appointment shall be valid notwithstanding the previous death or loss of capacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the relevant shares, as long as the Company did not receive written notice of the event before the relevant meeting commenced.

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Article 76. When the Shareholders' General Meeting considers matters relating to a connected transaction, the connected shareholders shall not participate in the vote, and the number of voting shares represented by them shall not count toward the total number of valid voting shares. The announcement of the resolutions of the Shareholders' General Meeting shall fully disclose the way the unconnected shareholders voted.

Article 77. Any proxy who represents an individual shareholder to attend the Shareholders' General Meeting shall provide his or her identification document as well as the power of attorney signed by the principal or the representative authorized by the principal. In the case of the legal representative of a corporate shareholder appoints a proxy to attend the meeting, the proxy shall provide his or her identification document as well as the power of attorney signed by the legal representative. Any proxy authorized by way of a resolution of its Board of Directors or other decision making body who attend the Shareholders' General Meeting shall provide his or her identification document as well as the power of attorney signed by the Board of Directors or other decision making body and under the seal of the legal person. The instrument of appointment shall specify the date of issuance.

Article 78. The Board of Directors, the independent directors and qualified shareholders have the right to solicit voting rights (in accordance with the standard issued by the authorized supervising department from time to time) from shareholders at the Shareholders' General Meeting. The public solicitation of voting rights shall be done in compliance with the provisions of the relevant regulatory authorities and the stock exchange where the Company's shares are listed and traded.

Article 79. Resolutions of the Shareholders' General Meeting are divided into ordinary resolutions and special resolutions.

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Ordinary resolutions of the Shareholders' General Meeting shall be adopted by shareholders in attendance (including proxies) holding at least half of the voting rights.

Special resolutions of the Shareholders' General Meeting shall be adopted by shareholders in attendance (including proxies) holding at least two-thirds of the voting rights.

The shareholders (including their proxies) attending the meeting shall clearly show approval or objection to every matter to be voted on. As for the unpolled vote or abstention, the Company will not treat it as the vote with voting right when calculating the voting result of this matter.

Article 80. When shareholders (including proxies) vote at the Shareholders' General Meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Except for the cumulative voting system adopted by the directors or supervisors provided in Article 106 of these Articles of Association, each share shall have one vote. No voting rights shall be attached to the Company shares held by the Company, and such shares shall not be counted among the total number of voting shares present at the Shareholders' General Meeting.

Subject to the applicable listing rules as amended from time to time, where any shareholder is required to abstain from voting on any particular matter being considered or restricted to voting only for or only against any particular matter being considered, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 81. Votes at a Shareholders' General Meeting shall be taken by a show of hands, unless otherwise provided in rules governing the listing of securities or other securities laws and regulations or unless a vote by ballot is demanded before or after any vote by show of hands by:

- (1) the chairman of the meeting;
- (2) at least two shareholders with voting rights or proxies with voting rights;
- (3) one or several shareholders (including proxies) holding, alone or together, at least 10 percent of the shares carrying the right to vote at the Shareholders' General Meeting.

Unless otherwise provided in rules governing the listing of securities or other securities laws and regulations or unless a vote by ballot is demanded, the chairman of the meeting shall announce whether the motion has been carried in accordance with the results

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of the vote by show of hands, and shall record the same in the minutes of the meeting (without need to evidence the number of votes for or against the resolutions adopted at the meeting, or the percentages thereof), which shall be conclusive evidence.

The demand for a vote by ballot may be withdrawn by the person who made it.

- Article 82. If the matter demanded to be voted upon by ballot is the election of the chairman or the adjournment of the meeting, a ballot shall be taken immediately. If a ballot is demanded for any other matter, such ballot shall be taken at the time decided upon by the chairman and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution passed at that meeting.
- Article 83. When a ballot is held, shareholders (including proxies) having the right to two or more votes need not use all of their voting rights in the same way.
- Article 84. When the numbers of votes for and against are equal, regardless of whether the vote is taken by show of hands or by ballot, the chairman of the meeting shall be entitled to one additional vote.
- Article 85. Decisions of the Shareholders' General Meeting on any of the following matters shall be adopted by ordinary resolution:
- (1) work reports of the Board of Directors and the Board of Supervisors;
 - (2) the profit distribution plans and plans for making up losses drafted by the Board of Directors;
 - (3) the appointment, dismissal and remuneration of the members of the Board of Directors and the Board of Supervisors and the method of payment of the remuneration;
 - (4) the Company's annual budget and final accounts, balance sheet, profit statement and other financial statements;
 - (5) the engagement, dismissal or non-renewal of an accounting firm;
 - (6) the matters other than those which laws, administrative rules and regulations or these Articles of Association require to be adopted by special resolution.

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- Article 86. Decisions of the Shareholders' General Meeting on any of the following matters shall be adopted by special resolution:
- (1) the increase or reduction of the registered capital and issuance of any class of shares, warrants or other similar securities of the Company;
 - (2) the issuance of corporate bonds;
 - (3) division, merger, dissolution and liquidation, as well as major acquisitions or disposals of the Company;
 - (4) the amendment of these Articles of Association;
 - (5) the amendment of the rights of any class shareholders;
 - (6) in the event of the purchase or sale of (a) material asset(s) of the Company or the provision of security within one year, the amount (s) of which exceeds 25 percent of the audited total assets of the Company as at the most recent period;
 - (7) other matters which laws, administrative rules and regulations or these Articles of Association require to be adopted by special resolution or which the Shareholders' General Meeting considers will have a material impact on the Company and therefore require, by an ordinary resolution, to be adopted by special resolution.
- Article 87. Any resolution adopted at the Shareholders' General Meeting shall be consistent with the relevant provisions of Chinese laws, administrative regulations and rules, as well as these Articles of Association.
- Article 88. In case that the independent directors, board of supervisors or shareholders alone or together holding at least 10 percent of the Company's shares request to call an extraordinary Shareholders' General Meeting or classified shareholders' meeting, the following procedures shall be followed:
- (1) The proponent(s) may sign one or more written requests of identical form and substance requesting that the Board of Directors convene an Extraordinary Shareholders' General Meeting. The Board of Directors shall give a written response on whether or not it agrees to call such extraordinary shareholders' general meeting within 10 days after receipt of the proposal to call such meeting.
 - (2) If the Board of Directors agrees to call an Extraordinary Shareholders' General Meeting, it shall issue a notice calling such

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meeting within 5 days after it has so resolved. The consent of the relevant original proponent(s) shall be secured if any change is to be made in the notice to the original request.

- (3) If the Board of Directors does not agree to call an Extraordinary Shareholders' General Meeting, the reasons shall be stated and announced.
- (4) If the Board of Directors does not agree the proposal of the Board of Supervisors to call an Extraordinary Shareholders' General Meeting or fails to give a response within 10 days after receipt of the request, it shall be deemed to be unable to or have failed to perform its duty of convening the Shareholders' General Meeting, and the Board of Supervisors may itself convene and preside

over such meeting. The procedure according to which they convene such meeting shall, to the extent possible, be identical to the procedure according to which shareholders' meetings are to be convened by the Board of Directors.

- (5) If the Board of Directors does not agree the proposal of the shareholders to call an Extraordinary Shareholders' General Meeting, the shareholders shall have the right to propose to the Board of Supervisors in writing that it calls the Extraordinary Shareholders' General Meeting.

If the Board of Supervisors agrees to call the Extraordinary Shareholders' General Meeting, it shall issue a notice calling such meeting within 5 days after receipt of the request. The consent of the relevant original proponent(s) shall be secured if any change is to be made in the notice to the original request.

If the Board of Supervisors fails to issue a notice calling the Shareholders' General Meeting by the prescribed deadline, it shall be deemed to have failed to convene and preside over such meeting, and a shareholder or shareholders of the Company may himself/themselves convene and preside over such meeting (Until the resolution(s) of the Shareholders' General Meeting is/are announced, the shareholding percentages of the convening shareholders may be not less than 10 percent). The procedure according to which they convene such meeting shall, to the extent possible, be identical to the procedure according to which shareholders' meetings are to be convened by the Board of Directors.

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When the Board of Supervisors or shareholders itself/themselves convene a Shareholders' General Meeting, the Board of Directors shall be informed in written notice; the filing procedures shall be handled at relevant department in charge in accordance with the applicable requirements. The Board of Directors and the Secretary to the Board of Directors shall give their cooperation. The Board of Directors shall provide the register of shareholders as of the date of record. The reasonable expenses incurred by such meetings shall be borne by the Company and shall be deducted from the sums owed by the Company to the negligent directors.

- Article 89. Shareholders' General Meetings shall be convened and presided over by the Chairman of the Board. If the Chairman of the Board fails or is unable to perform his or her duties, the meeting shall be presided over by the Vice Chairman of the Board. If the Vice Chairman of the Board fails or is unable to perform his or her duties, the meeting shall be presided over by the director jointly elected by at least one half of the directors. Where no chairman is designated, the shareholders attending the meeting may elect one person to preside over the meeting. If for any reason the shareholders are unable to elect a chairman, the shareholder holding the largest number of voting shares and attending the meeting (whether in person or by proxy) shall preside over the meeting.

At a Shareholders' General Meeting convened by the Board of Supervisors, the Chairman of the Board of Supervisors shall preside. If the Chairman of the Board of Supervisors fails or is unable to perform his or her duties, the meeting shall be presided over by the supervisor jointly elected by at least one half of the supervisors.

If a Shareholders' General Meeting is convened by a shareholder himself or shareholders themselves, the meeting shall be presided over by the representative selected by the convener(s).

While a Shareholders' General Meeting is holding, if the chairman of the meeting violates the rules of procedure, making continuance of the Shareholders' General Meeting impossible, with the consent of shareholders holding more than one half of the voting rights present at the meeting, the Shareholders' General Meeting may elect a person to serve as chairman of the meeting and the meeting shall continue.

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- Article 90. The chairman of the meeting shall decide, based on the voting results, whether or not a resolution of the Shareholders' General Meeting has been adopted. His decision shall be final and shall be announced at the meeting and recorded in the minutes of the meeting. The resolutions adopted at the Shareholders' General Meeting shall be announced in accordance with the relevant provisions of the applicable laws and stock exchange where the Company's stock is traded.

- Article 91. If the chairman of the meeting has any doubt concerning the result of the vote on any resolution, he or she may organize a recount of the number of votes cast. If the chairman of the meeting does not conduct a recount of the votes and an attending shareholder or proxy challenges the result of a vote announced by the chairman of the meeting, he or she has the right to demand a vote recount immediately following the announcement of the result, in which case the chairman of the meeting shall promptly organize a recount of the votes.

- Article 92. If a vote recount is conducted at a Shareholders' General Meeting, the result thereof shall be recorded in the minutes of the meeting.

The minutes of Shareholders' General Meeting shall be prepared by the secretary and be signed by directors, supervisors, secretary of the Board, the convener or their representatives and the host (chairman of the meeting) present at the meeting.

The adopted resolutions of Shareholders' General Meeting shall be kept as the Company's minutes of meetings. The records and minutes of meetings shall be written in Chinese. The minutes of meetings together with the sign-in register of attending shareholders and the instruments of appointment of proxies shall be kept at the Company's domicile for at least 10 years.

- Article 93. Shareholders may examine photocopies of the minutes of meetings during the Company's office hours without charge. If any shareholder demands from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within seven days after receiving payment of reasonable charges.

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CHAPTER 9 Special Voting Procedures for Class Share holders

- Article 94. Shareholders that hold different classes of shares shall be class shareholders.

Class shareholders shall enjoy rights and bear obligations in accordance with laws, administrative rules and regulations and these Articles of Association.

- Article 95.

In case that the Company intends to alter or abolish the rights of classified shareholders, the Stockholders' General Meeting shall pass it through a special resolution and respective meetings of stockholders convened by the affected classified shareholders shall pass it on pursuant to the Article 97 to Article 101 of these Articles of Association.

Article 96. The following situations shall be regarded as alternation or abolishment of the rights of a certain classified shareholder:

- (1) the increase or decrease of the number of shares of such class, or increase or decrease of the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;
- (2) the conversion of all or part of the shares of such class into shares of another class, or the conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;
- (3) the removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;
- (4) the reduction or removal of a dividend preference, or a property distribution preference during liquidation of the Company, attached to shares of such class;

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- (5) the addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;
- (6) the removal or reduction of rights to receive amounts payable by the Company in particular currencies attached to shares of such class;
- (7) the creation of a new class of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of that class;
- (8) the imposition of restrictions or additional restrictions on the transfer or ownership of shares of such class;
- (9) the issuance of rights to subscribe for, or convert into, shares of such class or another class;
- (10) the increase of the rights and privileges of shares of another class;
- (11) such restructuring of the Company as would cause shareholders of different classes to bear disproportionate liabilities under the restructuring;
- (12) the amendment or deletion of the provisions of this Chapter.

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Article 97. Shareholders of the affected class, whether or not otherwise having the right to vote at Shareholders' General Meeting, shall have right to vote at class shareholders' meetings in respect of any of the matters referred to in items (2) to (8) and items (11) to (12) of Article 96, except that interested shareholders shall not have the right to vote at class shareholders' meetings.

For the purposes of the preceding paragraph, the term "interested shareholders" shall have the following meaning:

- (1) if the Company is to issue a buyback offer to all of the shareholders in the same proportion or is to buy back its own shares through open transactions on a stock exchange in accordance with Article 30 of these Articles of Association, the controlling shareholder as defined in Article 58 of these Articles of Association shall be an "interested shareholder";
- (2) if the Company is to buy back its own shares by agreements outside a stock exchange in accordance with Article 30 of these Articles of Association, holders of shares to which such agreements relate shall be "interested shareholders";
- (3) shareholders that, under a proposed restructuring of the Company, would bear liabilities in a proportion smaller than that of the liabilities borne by other shareholders of the same class, and shareholders that have an interest in a proposed restructuring of the Company that is different from the interest in such proposed restructuring of other shareholders of the same class, shall be "interested shareholders".

Article 98. Resolutions of a class shareholders' meeting may be passed only by two-thirds or more of the equity interests carrying voting rights that are represented at the meeting in accordance with Article 97.

Subject to the applicable listing rules as amended from time to time, where any shareholder is required to abstain from voting on any resolution being considered at the class shareholders' meeting or restricted to voting only for or only

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against any resolution being considered at the class shareholders' meeting, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

Article 99. When the Company is to hold a class shareholders' meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior the day on which the meeting is to be held, serve a written reply on the Company stating that they will attend the meeting.

If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is not less than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders'

meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders' meeting.

Article 100. If a class shareholders' meeting is to be called by issuance of a meeting notice, notice of such meeting need be delivered only to the shareholders entitled to vote thereat.

The procedure according to which class shareholders' meetings are held shall, to the extent possible, be identical to the procedure according to which Shareholders' General Meeting is held. Provisions of these Articles of Association relevant to procedures for the holding of Shareholders' General Meeting shall be applicable to class shareholders' meetings.

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Article 101. Apart from other class shareholders, shareholders with domestic shares and shareholders with overseas listed foreign investment shares are regarded as different classified shareholders.

The special voting procedures for class shareholders shall not apply in the following circumstances:

- (1) where, as approved by way of a special resolution of the Shareholders' General Meeting, the Company issues, either separately or concurrently, domestic investment shares and overseas listed foreign investment shares every 12 months, and the quantity of domestic investment shares and overseas listed foreign investment shares intended to be issued does not exceed 20 percent of the outstanding shares of the respective classes;
- (2) where the plan for the issuance of domestic investment shares and overseas listed foreign investment shares upon the establishment of the Company is completed within 15 months from the date of approval by the State Council's securities authority.

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CHAPTER 10 Board of Directors

Article 102. The Company shall establish a Board of Directors. The Board of Directors shall be composed of 9 directors. The outside directors (herein meaning those directors who do not hold office in the Company) shall represent not less than 50 percent of the members of the Board of Directors, of which at least 3 directors shall be independent directors (herein meaning those directors who are independent to the shareholders and do not hold office in the Company).

The Board of Directors shall include one chairman and one vice chairman.

As needed, under the Board of Directors there shall be such special committees as a Development and Planning Committee, an Audit Committee, a Remuneration Committee, a Nomination Committee, and an Occupational Health and Safety and Environment Committee. The Audit Committee shall be composed entirely of independent directors, of whom at least one shall be a financial or accounting professional. The Remuneration Committee and the Nomination Committee shall consist of a majority of independent directors.

Article 103. The directors of the Company shall be natural persons. Directors need not hold shares of the Company.

Article 104. Directors shall be elected by the Shareholders' General Meeting and serve terms of three years (from the date of being elected to the date that the new Board of Directors is elected by the Shareholders' General Meeting). At the expiration of their terms, directors may continue to serve as such if reelected, but independent directors may not serve more than six years in succession.

The list of candidates for directors shall be submitted as a motion to the Shareholders' General Meeting. Other candidates for

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directors except for independent directors shall be nominated by the Board of Directors, the Board of Supervisors and a shareholder alone or shareholders together holding at least 3 percent of the Company's shares, and shall be elected by the Shareholders' General Meeting of the Company.

No written notice of an intent to nominate a director candidate and the willingness of such candidate to accept such nomination shall be sent prior to the date immediately following the date when the notice of the meeting for election of relevant director is sent or later than 7 days before the convening of the Shareholders' General Meeting for considering the election of such director.

The outside directors shall have sufficient time and the necessary knowledge and ability to perform their duties. The Company must provide necessary information to outside directors for performing their duties. Among them, the independent non-executive directors may directly report to the Shareholders' General Meeting, the State Council authorities in charge of securities and other relevant departments.

Executive directors shall deal with matters authorized by the Board of Directors.

Article 105. The procedure prior to electing the Company's non-independent directors shall be as follows:

- (1) the consent of the nominee shall be obtained before the nominator nominates him or her for the position of non-independent director; the nominator(s) shall be fully aware of such details of the nominee as his or her occupation, educational background, title, career details, all of his or her concurrent positions, etc. and provide the written documents about the above-mentioned information to the Company. The candidates shall make a written commitment to the Company that they agree to accept the nomination and promise that the publicly disclosed information about candidates is true and complete, and to guarantee that they will earnestly perform their duties if being selected.
- (2) In case the candidates for non-independent directors are nominated before the convening of the board meeting, if there are relevant provisions in the applicable laws, administrative regulations and rules and/or the relevant listing rules, the written materials about

the nominees described in item (1) of this Article shall be announced together with the resolution of the Board of Directors in accordance with such provisions.

- (3) if a shareholder alone or shareholders together holding at least 3 percent of the voting rights in the Company put(s) forth an

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extempore motion for the election of an independent non-executive director, the written notice of the intention to nominate a candidate for the position of independent non-executive director and of the nominee indicating his or her willingness to accept the nomination as well as relevant written materials on the nominee and his or her commitment as mentioned above in item (1) shall be delivered to the Company 10 days before the date of the Shareholders' General Meeting. No such written notice shall be sent prior to the date immediately following the date when the notice of the meeting for election of relevant director is sent or later than 7 days before the convening of the Shareholders' General Meeting for considering the election of such director.

Article 106. In case the Company's controlling shareholders' shareholding percentage is more than 30 percent, the cumulative voting system may be implemented for the election of directors and supervisors at a Shareholders' General Meeting, namely when more than two directors or supervisors shall be elected at the Shareholders' General Meeting, each share held by the shareholder who participates in the voting carries a number of voting rights equivalent to the number of directors or supervisors to be elected, and a shareholder may cluster or disperse his or her voting rights.

Article 107. The Chairman of the Board and the Vice Chairman of the Board shall be elected and removed by more than half of all the directors. The Chairman of the Board and the Vice Chairman of the Board shall serve terms of three years and may serve consecutive terms if reelected.

Article 108. The Board of Directors shall be accountable to the Shareholders' General Meeting and exercise the following functions and powers:

- (1) to convene Shareholders' General Meetings and to report on its work to the Shareholders' General Meeting;
- (2) to implement the resolutions of the Shareholders' General Meeting;
- (3) to decide on the business plans and investment plans of the Company;
- (4) to formulate the annual financial budgets plans and final accounts plans of the Company;
- (5) to determine the Company's annual loan financing plan;
- (6) to formulate the profit distribution plans and plans for making up losses of the Company;
- (7) to formulate plans for the Company's debt and financial policies, the increase or reduction of the registered capital of the Company and plans for the issuance of bonds or other securities;

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- (8) to draft plans for major acquisitions or disposals of the Company and the buyback of the Company's own shares, as well as the merger, division or dissolution of the Company;
- (9) to make decision on the security for third parties not subject to the approval of the Shareholders' General Meeting, in accordance with the laws, the administrative regulations and rules, as well as these Articles of Association;
- (10) to decide on such matters as the Company's investments in third parties, purchase and sales of assets, asset mortgages, the provision of security for third parties, entrustment of financial services, connected transactions, etc., to the extent authorized by the Shareholders' General Meeting;
- (11) to decide on the establishment of the Company's internal management organization;
- (12) to engage or dismiss the Company's Manager; to engage or dismiss such senior management staff as the Senior Deputy Manager, the Deputy Manager, the Chief Accountant, as proposed by the Manager, and deciding on matters relating to their remuneration;

to appoint or replace the members of the Board of Directors and the Board of Supervisors of the wholly-owned subsidiary; to appoint, replace or recommend the shareholder representatives, directors and supervisors of the subsidiaries controlled by it or equity affiliates;
- (13) to decide on the establishment of the Company's internal management organization;
- (14) to formulate amendments to these Articles of Association;
- (15) to formulate the basic management systems of the Company;
- (16) to make decision on the Company's other major affairs and administrative affairs, and to sign other important agreements, except for the matters to be considered at the Shareholders' General Meeting in accordance with the provisions of the Company Law and these Articles of Association;
- (17) other functions and powers provided for in these Articles of Association or granted by the Shareholders' General Meeting.

Resolutions by the Board of Directors on the matters referred to in the preceding paragraph shall be passed by the affirmative vote of not less than one half of all of the directors with the exception of resolutions on the matters referred to in items (7), (8), (9) and (14), which shall require the affirmative vote of at least two-thirds of all of the directors for adoption.

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If a director has a connected relationship with an enterprise involved in a matter on which a resolution is to be made at a meeting of the Board of Directors, he or she may not exercise his or her right to vote regarding such resolution, nor may he or she exercise the voting right of another director as such director's proxy thereon. Under circumstance set forth above, such a Board meeting may be held only if more than one half of the directors without a connected relationship are present, and the resolutions made at such a Board meeting shall require adoption by more than one half of the directors without a connected relationship. As for the aforementioned items, which shall require the affirmative vote of at least two-thirds of all of the directors for adoption, and shall require adoption by at least two-thirds of the directors without a connected relationship. If the Board meeting is attended by less than three directors without a connected relationship, the matter shall be submitted to the Shareholders' General Meeting for consideration.

A resolution by the Board of Directors on a connected transaction shall enter into effect only once the independent non-executive directors have signed the same.

Article 109. With the authorization made by the Board of Directors, the Chairman of the Board may exercise part of functions and powers of the Board when the Board is not in session. The content of the authorization made by the Board of Directors shall be clear and specific.

Article 110. When the Board of Directors intends to dispose of fixed assets and the sum of the expected value of the consideration for the proposed disposal and the value of the consideration for disposal of fixed assets made in the four months immediately preceding the proposed disposal exceeds 33 percent of the value of the fixed assets shown in the last balance sheet placed before the Shareholders' General Meeting, the Board of Directors may not dispose of or agree to the disposal of the fixed assets without the approval of the Shareholders' General Meeting.

For the purposes of this Article, the term "disposal of fixed assets" shall include the assignment of certain interests in assets but exclude the provision of fixed assets as security.

The validity of transactions whereby the Company disposes of fixed assets shall not be affected by the breach of the first paragraph of this Article.

Article 111. The investments (including venture capital) or the acquisition made by the Company valued at no more than 25 percent of the Company's audited total assets (or total market value) as at the most recent period shall be decided upon by the Board of Directors.

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The investments or acquisitions beyond the approval authority of the Board of Directors shall be reviewed by relevant experts and professionals organized by the Board of Directors and be reported to the Shareholders' General Meeting for approval.

In case the market development, M & A, the investment in new areas shall be decided by the Board of Directors, the projects whose investment or M & A of assets amounted to more than 10 percent of the total assets shall be provided with the professional advices from the social counseling agencies, as the important basis for the decisions made by the Board of Directors.

Article 112. The Chairman of the Board of the Company shall exercise the following functions and powers:

- (1) to preside over Shareholders' General Meetings and to convene and preside over meetings of the Board of Directors;
- (2) to organize the implementation of the duties of the Board of Directors; to examine the implementation of resolutions of the Board of Directors;
- (3) to sign bond certificates issued by the Company;
- (4) Other functions and powers granted by the Board of Directors.

The Vice Chairman of the Board of the Company shall assist the Chairman of the Board in his or her work. If the Chairman of the Board is unable to perform his or her duties or fails to perform his or her duties, his or her duties shall be performed by the Vice Chairman of the Board; if the Vice Chairman of the Board is unable or fails to perform these duties, a director elected by at least one half of the directors shall perform such duties.

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Article 113. Meetings of the Board of Directors shall be held at least four times a year. Meetings of the Board of Directors shall be convened by the Chairman of the Board by giving a notice to all directors and supervisors 14 days before the meetings are held.

The Chairman of the Board shall convene an interim meeting of the Board of Directors within 10 days without being limited by the aforementioned meeting notice period if:

- (1) it is proposed by shareholders representing at least 10 percent of the voting rights;
- (2) it is proposed by at least one-third of the directors;
- (3) it is proposed by at least one-half of the independent directors;
- (4) it is proposed by the Board of Supervisors;
- (5) it is proposed by the Manager of the Company.

The meeting of the Board of Directors in principle shall be held at the Company's domicile.

The meeting of the Board of Directors shall be held in Chinese; an interpreter may be required to bilingual impromptu translation if necessary.

The Company's outside directors shall meet with other directors annually on a regular basis without the presence of the Company's management, in order to understand the Company's operation.

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Article 114. The meetings of the Board of Directors shall be noticed by way as follows:

- (1) If the Board of Directors has specified the time and place of the regular board meeting in advance, no service of notice is required.
- (2) If the Board of Directors has not specified the time and place of the regular board meeting in advance, the Chairman of the Board shall, at least 14 days in advance, inform the directors and supervisors the time and the place of the board meeting by way of telegraph, telex, fax, courier, registered mail or by specially designated person, except as otherwise provided in Article 113 of these Articles of Association.
- (3) The notice shall be written in Chinese, if necessary, the English version can be attached, including the agenda for the meeting. Any director may waive the right of receiving the notice of board meeting.

Article 115. The Board of Directors shall give a prior notice to all the executive and outside directors of any material matter to be resolved by the Board of Directors within a period required by Article 114 of these Articles of Association and provide sufficient materials with

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respect to such matter in strict accordance with relevant procedures. The directors may require additional materials with respect thereto. If at least one-quarter of the directors or at least two outside directors believe that the motion before the Board of Directors is unclear or unspecific, the meeting materials are insufficient or other such reason, they may jointly propose that the holding of the meeting of the Board of Directors or discussion of the motion in question be postponed to a later time. In such circumstances the Board of Directors shall accept the proposal.

Notice of a meeting shall be deemed to have been given to any director who attends the meeting without protest against, before or at its commencement, any lack of notice.

Any regular or extraordinary meeting of the Board of Directors may be held by way of telephone conference or similar communication equipment so long as all directors participating in the meeting can clearly hear and communicate with each other. All such directors shall be deemed to be present in person at the meeting.

Article 116. Meetings of the Board of Directors may be held only if not less than half of the directors (including any alternate director appointed pursuant to Article 117 of the Company's Articles of Association) attend. Each director shall be entitled to one vote. Resolutions of the Board of Directors must be adopted by the affirmative vote of the majority of all the directors. When the numbers of votes for and against are equal, the chairman of the meeting shall be entitled to one additional vote.

Article 117. Meetings of the Board of Directors shall be attended by the directors in person. If a director is unable to attend a meeting for any reason, he or she shall appoint another director in writing to attend the meeting on his or her behalf. Such instrument of appointment shall specify the names of the proxy, the matters, and the scope of authorization and the term of validity.

If a director fails to personally attend a meeting of the Board of Directors and to appoint another director to attend the meetings on

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his or her behalf on two consecutive occasions, he or she shall be deemed unable to perform his or her duties and the Board of Directors shall propose to the Shareholders' General Meeting that he or she be replaced.

The director attending the meeting on behalf of the absent director shall exercise the director's right to the extent authorized. If a director fails to attend a meeting of the Board of Directors and has not appointed a proxy to attend the meeting on his or her behalf, he or she shall be deemed to have waived his or her right to vote at such meeting.

The reasonable expenses incurred by the directors who attend meetings of the board shall be borne by the Company. These expenses include the traffic expenses covering the distance between the place where a director is located and the place where a meeting is held (in the event that these two places are not the same), the fees of room and board during the term of the meeting, the rent of the place of the meeting and the local traffic expenses.

Article 118. The Board of Directors may agree to accept a written motion instead of convening the meeting of the Board of Directors. The draft of the motion shall be served in person, by mail, telegram and fax to each director. In case that the Board of Directors has distributed the motion to all directors, the number of directors who sign on the motion reaches the quorum required by laws and the motion has been submitted to the Secretary of the Board by the abovementioned ways, the resolution shall become the resolution adopted by the Board of Directors, without convening the meeting of the Board of Directors.

Article 119. The Board of Directors shall keep minutes of the meeting of the Board of Directors and its decisions on the matters examined without the convening of a meeting in Chinese. The directors attending the meeting shall have the right to make descriptive records of their speeches at the meeting. The opinions of the independent (non-executive) directors shall be clearly listed in the resolutions of the board of directors. The minute of each meeting of the Board of Directors shall be provided to all directors for review as soon as possible. Any director who wants to make amendment of supplement to the minute shall report the amendment to the Chairman of the Board in written form within one week upon the receipt of the minute. The directors and recorder attending the meeting shall sign on the finalized minute of the meeting. The minutes of meetings of the Board of Directors shall be kept at the Company's domicile and sent to each director in full copies as soon as possible. The minutes of meetings shall be kept for at least 10 years.

The directors shall be liable for the resolutions of the Board of Directors. If a resolution of the Board of Directors is in violation of laws, administrative regulations or these Articles of Association, thereby causing the Company to sustain a material loss, the directors who took part in the resolution shall be liable to the Company for damages. However, if a director is proved to have expressed his or her opposition to such resolution when it was put to the vote, and such opposition is recorded in the minutes of the meeting, such director may be released from such liability.

Article 120. Any written resolution not formed and signed by directors in line with the statutory procedures shall not have the legal effect of the resolution of the Board, even if every director has expressed his or her opinion in different ways.

Where a resolution of the Board of Directors is in violation of laws, administrative regulations and rules, the Company's Articles of Association or the resolution of the Shareholders' General Meeting, thereby causing serious losses to the Company, the directors who cast an affirmative vote shall be directly liable to the Company for damages. However, where a director can prove that he or she expressed his or her opposition to such resolution when it was put to be voted, and that such opposition was recorded in the minutes of the meeting, the director may be relieved from such liability; where a director abstains from voting, or is absent and does not appoint others to attend, the director may not be relieved from such liability; where a director has expressed his opposition to such resolution but does not cast a negative vote, the director also may not be relieved from such liability.

Article 121. Subject to relevant laws and administrative regulations, the Shareholders' General Meeting may remove any director by an ordinary resolution (without prejudice to any claim for damages that such director may have under any contract) before the end of his or her term of office.

Article 122. Directors may tender their resignations before the expiration of their terms of office. To resign, a director shall submit a written resignation to the Board of Directors. The independent director provide information on any circumstances related to his or her resignation or any circumstances to which he or she believes the attention of the Company and its creditors must be drawn.

If the resignation of a director causes the number of occupied seats on the Board of Directors to fall below the statutory minimum, his or her written resignation shall enter into effect only upon the new director taking up the vacancy left by his or her resignation. The remaining directors shall convene an extraordinary Shareholders' General Meeting as soon as possible to elect a director to fill the vacancy left by the resignation of the director. Until the Shareholders' General Meeting has passed a resolution on electing a director, the powers of the resigning director and the remaining directors shall be subject to reasonable restrictions.

If the resignation of an independent director causes the number of independent directors or the number of occupied seats on the Board of Directors to fall below the statutory minimum, the incumbent director shall continue to perform his or her duties as an independent director in accordance with laws, administrative regulations and these Articles of Association until the incoming director assumes his or her position. The Board of Directors shall convene a Shareholders' General Meeting within two months to re-elect the independent directors; if the Board of Directors fails to convene a shareholders' general meeting, the independent directors may not perform their duties.

Except in the circumstance specified in the preceding paragraphs, a director's resignation shall be effective upon his or her written resignation being served on the Board of Directors.

CHAPTER 11 Independent Directors

Article 123. The independent director shall loyally perform his or her duties, safeguard the interests of the Company and especially pay attention that the lawful rights and interests of the Company's shareholders of public shares are not harmed.

The independent director shall perform his or her duties and responsibilities independently, without interference from the major shareholder (s) or the actual controller of the Company, or other entities or individuals that have a material interest with the Company and its major shareholder(s) or the actual controller.

Article 124. The candidates for the Company's independent director shall be nominated by the Company's Board of Directors, Board of Supervisors and shareholders who alone or together hold at least 1 percent of the outstanding shares of the Company and shall be decided through election by the Shareholders' General Meeting.

(1) The consent of the nominee shall be obtained before the nominator nominates him or her for the position of independent non-executive director; the nominator(s) shall be fully aware of such details of the nominee as his or her occupation, educational background, title, career details, all of his or her concurrent positions, etc., and shall be liable to provide such written materials to the Company. The candidate shall make a written commitment to the Company, agree to accept the nomination, promise that the publicly disclosed information about candidates is true and complete, and to guarantee that they will earnestly perform their duties if being selected.

(2) The nominator(s) shall express his/her/their opinions on the nominee's qualifications for holding the position of independent non-executive director and his or her independence; if otherwise provided in accordance with the applicable laws and regulations and/or relevant listing rules, the nominee shall make a public statement to the effect that no relationship exists between himself or herself and the Company that could affect his or her making independent and objective judgments.

(3) If the candidate for the independent director is nominated before the board meeting is convened, if otherwise provided in accordance with provisions in the applicable laws and regulations and/or the listing rules or other securities laws and regulations, the written materials of the nominee described in item (1) and (2) of this Article shall be announced together with the resolution of the Board of Directors in accordance with such provisions.

(4) If a shareholder alone or shareholders together holding at least 3 percent of the voting rights in the Company or the Board of Supervisors put(s) forth an extempore motion for the election of an independent director, the written notice of the intention to nominate a candidate for the position of independent director and of the nominee indicating his or her willingness to accept the

nomination as well as relevant written materials and commitment on the nominee as mentioned in above in item (1) and (2) of this Article shall be delivered to the Company 16 days before the date of the Shareholders' General Meeting.

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- (5) Prior to the holding of a Shareholders' General Meeting at which an independent director is to be elected, if otherwise provided in the applicable laws and regulations and/or relevant listing rules, the Company shall simultaneously submit the relevant materials on all the nominees to the State Council authorities in charge of securities, where the Company is located and/or the agency of the CSRC and the stock exchange on which Company shares are listed. If the Board of Directors of the Company has objections concerning the relevant details of a nominee, the Company shall additionally submit the written opinion of the Board of Directors. The nominees against whom the CSRC has objections shall not be the candidate for the independent director. At the time the Shareholders' General Meeting to elect an independent non-executive director is held, the Board of Directors of the Company shall elaborate on whether the CSRC had any objections against the candidates for the post of independent non-executive director.

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Article 125. A person holding the position of independent non-executive director shall satisfy the basic conditions set forth below:

- (1) having the qualifications to hold the position of directors of the Company in accordance with laws, administrative regulations and these Articles of Association;
- (2) having the independence required by relevant laws, administrative regulations, departmental rules and the listing rules;
- (3) having a basic knowledge of the operation of listed companies and being familiar with relevant laws, administrative rules, regulations and rules (including but not limited to the applicable accounting standards);
- (4) having at least five years of experience in law, economics or other work experience required for performing the duties and responsibilities of an independent director;
- (5) other conditions stipulated in these Articles of Association.

Article 126. The independent director must be independent. Unless otherwise provided in the applicable laws, regulations and/or the relevant listing rules, the following persons may not serve as independent directors:

- (1) persons holding a position in the Company or a subsidiary thereof and their lineal relatives and major social relations (the lineal relatives refer to the spouse, parents and children; the major social relations refer to the brothers and sisters, father-in-law and mother-in-law, daughter-in-law, son-in-law, the spouses of brothers and sisters, as well as the spouse's brothers and sisters);
- (2) natural person shareholders who directly or indirectly hold at least 1 percent of the outstanding shares of the Company or who rank among the top ten shareholders of the Company, and their lineal relatives;

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- (3) persons who hold positions in entities that directly or indirectly hold at least 5 percent of the outstanding shares of the Company or that rank among the top five shareholders of the Company, and their lineal relatives;
- (4) persons who, at any time during the immediately preceding period of one year, have fallen into any of the three categories listed above;
- (5) persons who provide financial, legal, consultancy or other such services to the Company or its subsidiaries;
- (6) other persons that the State Council authorities in charge of securities specify may not serve as an independent non-executive director.

Article 127. If an independent director fails on three consecutive occasions to personally attend a meeting of the Board of Directors, the Board of Directors shall request that the Shareholders' General Meeting replace him or her. An independent director may not be removed without cause before the expiration of his or her term, unless any of the circumstances set forth in Article 117, Clause 2, or the circumstance mentioned in the preceding paragraph or a circumstance under which a person may not hold the position of director specified in the laws, administrative regulations and rules, as well as these Articles of Association, arises. If an independent director is removed before the expiration of his or her term, the Company shall disclose his or her removal as a matter for special disclosure. If the removed independent director is of the opinion that the Company's grounds for removing him or her are not justified, he or she may make a public statement to that effect.

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Article 128. In addition to the functions and powers granted to directors under the Company Law, other laws, administrative regulations and rules, as well as these Articles of Association, independent directors shall have the following special functions and powers:

- (1) the material connected transactions (as determined based on the criteria issued by the competent regulator from time to time) shall be reviewed by the Board of Directors or the Shareholders' General Meeting in accordance with laws, regulations and/or the relevant listing rules; the engagement or dismissal of an accounting firm; in case there are relevant provisions in the applicable laws, regulations and/or the relevant listing rules, it shall be submitted to the Board of Directors for discussion after being approved by not less than 50 percent of the independent directors in accordance with such provisions. A resolution by the Board of

Directors on a connected transaction shall enter into effect only once the independent non-executive directors have signed the same. Before rendering their judgment, independent non-executive directors may engage an intermediary organization to issue an independent financial consultant report for use as a basis for rendering their judgment;

- (2) proposing the engagement or dismissal of an accounting firm to the Board of Directors;
- (3) proposing to the Board of Directors the calling of an extraordinary Shareholders' General Meeting;
- (4) proposing the calling of meetings of the Board of Directors;
- (5) independently engaging external auditors and consultants;
- (6) openly soliciting shareholders' voting rights before the holding of a Shareholders' General Meeting;
- (7) directly reporting to the Shareholders' General Meeting, the State Council authorities in charge of securities and other relevant departments.

An independent director shall obtain the consent of at least half of the independent directors before exercising the aforementioned functions and powers in items (2), (3), (4), (6), and (7) and shall obtain the consent of all independent directors before exercising the aforementioned functions and powers in item (5).

The expenses incurred by independent directors in independently engaging external auditors and consultants, and carrying out audit and consulting for the specific matters of the Company shall be borne by the Company.

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Article 129. In addition to performing the duties and responsibilities mentioned above, independent directors shall express their independent opinions to the Board of Directors or the Shareholders' General Meeting on the following matters:

- (1) the nomination or removal of directors;
- (2) the engagement or dismissal of senior management staff;
- (3) the remuneration of the Company's directors and senior management staff;
- (4) matters which may, in an independent non-executive director's opinion, harm the rights and interests of small and medium shareholders;
- (5) major financial transactions that occur between the Company and the shareholders or its affiliates;
- (6) the failure by the Board of Directors to prepare a plan for the distribution of profits in cash;
- (7) other matters specified in the applicable laws and regulations, as well as these Articles of Association.

Concerning the aforementioned matters, independent non-executive directors shall express one of the following opinions: consenting opinions; qualified opinions, and the reasons therefor; opposing opinions, and the reasons therefor; disclaimer of opinion, and an explanation of the impediments.

Article 130. The independent director shall attend the meeting of the Board of Directors on time, understand the Company's production and operation, and actively investigate and obtain the conditions and information required by making decisions. The independent director shall submit the annual report of all independent directors to the Shareholders' General Meeting of the Company and to elaborate on the performance by the independent directors of their duties and responsibilities.

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Article 131. The Company shall establish the work system of independent directors; the Secretary to the Board of Directors shall actively cooperate with the independent directors to perform their duties and responsibilities. The Company shall ensure that the independent directors enjoy the same right to know as other directors, timely provide relevant materials and information to the independent directors, regularly report the Company's operation and organize the independent directors to make field survey if necessary.

CHAPTER 12 Secretary to the Board of Directors

Article 132. The Company shall have a Secretary to the Board of Directors.

The Secretary to the Board of Directors shall be a member of the senior management staff of the Company and the Board of Directors shall establish the working office of the Board Secretary, if necessary.

Article 133. The Secretary to the Board of Directors shall be a natural person with the necessary professional knowledge and experience. He or she shall be appointed by the Board of Directors.

His or her main duties shall be as set forth below:

- (1) to assist the directors with their handling of the day-to-day business of the Board of Directors; to provide the directors with, remind the directors of, and ensure that the directors are aware of, the domestic and foreign regulators' regulations, policies and requirements in respect of the operation of companies; and to assist the directors and the Manager in their compliance with domestic and foreign laws, these Articles of Association and other relevant regulations when they are exercising their functions and powers;

- (2) to be responsible for organizing and preparing the documents of the Board of Directors and the Shareholders' General Meeting; to duly keep meeting minutes; to ensure that decisions made at meetings are made in accordance with statutory procedure and to keep abreast of the implementation of the resolutions of the Board of Directors;

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- (3) to be responsible for arranging and coordinating the disclosure of information, coordinating the relationship with investors and enhancing the transparency of the Company;
- (4) to participate in arranging capital market financing;
- (5) to handle relations with intermediary organizations, regulators and the media, and to coordinate public relations.

The scope of the duties and responsibilities of the Secretary to the Board of Directors shall be as set forth below:

- (1) to arrange and make preparations for meetings of the Board of Directors and Shareholders' General Meeting, to prepare meeting materials, to arrange relevant meeting affairs, to be responsible for meeting minutes, to ensure the accuracy of such minutes, to keep meeting documents and minutes, to actively keep abreast of the implementation of relevant resolutions; to report major issues encountered in the course of implementation to the Board of Directors and to provide recommendations in respect thereof;
- (2) to ensure that the material matters on which the Board of Directors of the Company has reached decisions are carried out in strict accordance with the prescribed procedure; at the request of the Board of Directors, to participate in and arrange for advice and analysis of matters on which the Board of Directors is to make decisions and put forward pertinent opinions and recommendations; to handle, upon appointment, the day to day work of the Board of Directors and its relevant committees;
- (3) as the contact person between the Company and the securities regulator, to be responsible for arranging for the preparation and timely delivery of the documents requested by the regulator and to be responsible for accepting the relevant tasks assigned by the regulator and arranging for their completion;
- (4) to be responsible for coordinating and arranging information disclosures by the Company and the establishment of a sound

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information disclosure system, to attend all Company meetings relating to information disclosure and to be aware at all times of the Company's material business decisions and relevant information and data;

- (5) to be responsible for the work associated with maintaining the confidentiality of the Company's price sensitive information and to formulate a practical and effective confidentiality system and measures; where Company price sensitive information is leaked for any reason, to take the necessary remedial measures, to timely explain and clarify the same and inform the regulator of the place where Company shares are listed abroad and the CSRC;
- (6) to be responsible for the coordination and organization of the market promotion, coordinating the visiting reception, dealing with the investor relations, maintaining the relationship with the investors, intermediaries and the media, coordinating to answer the public's questions, ensuring that the investors may obtain the information disclosure matters of the Company in time; to be responsible for the promotion and propaganda activities of the Company inside and outside China, preparing summary reports on the market promotion and activities such as major inviting, and organizing the relevant matters of report to the CSRC;
- (7) to be responsible for the management and conservation of the Company's register of shareholders, register of directors, the materials about the number of shares held by major shareholders and director equity records, as well as the list of creditors of the Company's outstanding debentures;
- (8) to assist the directors and the Manager in their compliance with domestic and foreign laws, these Articles of Association and other relevant regulations when they are exercising their functions and powers; when he or she becomes aware that the Company has adopted or could adopt a resolution that violates relevant regulations, he or she is under obligation to timely make the same known and has the right to truthfully report the same to the CSRC and other regulators;

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- (9) to coordinate the provision of necessary information and data to the Company's Board of Supervisors and other review organizations when they are performing their monitoring functions and to assist in the investigations on the performance by the Company's Financial Controller, the Company's directors and the Manager of their fiduciary duties;
- (10) to perform other functions and powers granted by the Board of Directors and other functions and powers required by laws of the place where Company shares are listed or by relevant rules of the Stock Exchange.

Article 134. Directors or other senior management staff of the Company may concurrently hold the office of Secretary to the Board of Directors. No accountant of an accounting firm engaged by the Company may concurrently hold the office of Secretary to the Board of Directors.

If the office of Secretary to the Board of Directors is held by a director of the Company and a certain act is to be done by a director and the Secretary to the Board of Directors separately, the person who concurrently holds the offices of director and Secretary to the Board of Directors may not perform the act in both capacities.

Article 135. The Secretary to the Board of Directors shall comply with the relevant provisions of these Articles of Association to perform his or her duties diligently.

The Secretary to the Board of Directors shall assist the Company in compliance with China's relevant laws and the rules of the Stock Exchange where the Company's shares are listed.

CHAPTER 13 Manager

Article 136. The Company has a manager, who shall be engaged or dismissed by the Board of Directors.

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The Company shall have one Senior Deputy Manager, several Deputy Managers and one Chief Financial Officer to assist the Manager's work. The Senior Deputy Manager, Deputy Manager and Chief Financial Officer shall be nominated by the Manager and engaged or dismissed by the Board of Directors.

A director can be engaged as the part-time Manager, Senior Deputy Manager, Deputy Manager or other senior management staff; however, the number of the directors serving as the part-time Manager, Senior Deputy Manager, Deputy Manager or other senior management staff shall not exceed one half of the Company's total number of directors.

Article 137. The Manager shall serve terms of three years and may serve consecutive terms if reappointed.

Article 138. The Manager shall be accountable to the Board of Directors and exercise the following functions and powers:

- (1) to be in charge of the production, operation and management of the Company, to organize the implementation of the resolutions of the Board of Directors;
- (2) to arrange for the implementation of the Company's annual business plans and investment plans;
- (3) to draft the plan for establishment of the Company's internal management organization;
- (4) to draft the plan for establishment of management organization of the Company's branch offices;
- (5) to draft the Company's basic management system;
- (6) to formulate the basic rules and regulations of the Company;
- (7) to request the Board of Directors to engage or dismiss the Company's Senior Deputy Manager, Deputy Manager, Chief Financial Officer;
- (8) to engage or dismiss management personnel other than those to be engaged or dismissed by the Board of Directors;
- (9) to propose the holding of interim meetings of the Board of Directors;
- (10) other functions and powers granted by the Company's Articles of Association or the Board of Directors.

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Article 139. The Manager shall timely report on the execution and performance of material contracts of the Company, on the application of funds and on profits and losses to the Board of Directors or at the request of the Board of Supervisors. The Manager shall ensure the truthfulness of such reports.

Article 140. The Manager who is not a director has the right to attend the meetings of the Board of Directors and to receive notice of or other information concerning any meetings; the manager who is not a director has no voting right.

Article 141. In the exercise of his or her functions and powers, the Manager, Senior Deputy Manager, Deputy Manager, Chief Financial Officer shall not change the resolutions of the Shareholders' General Meeting and the Board of Directors or exceed the scope of authorization.

Article 142. In the exercise of his or her functions and powers, the Manager, Senior Deputy Manager, Deputy Manager, Chief Financial Officer shall perform a fiduciary duty and an obligation of diligence in accordance with the laws, administrative regulations and rules, as well as these Articles of Association.

Article 143. The Manager, Senior Deputy Manager, Deputy Manager, Chief Financial Officer or other senior officer may tender his or her resignation to the Board of Directors in written form three months in advance; the department manager may tender his or her resignation to the Manager in written form two months in advance.

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CHAPTER 14 Board of Supervisors

Article 144. The Company shall have a Board of Supervisors. The Board of Supervisors is a regular supervisory department established by the Company. It is responsible for supervising the Board of Directors and its members, as well as the Manager, senior deputy manager, deputy manager, chief financial officer and other senior management staff to prevent them from abusing their powers, or infringing the legal interests of shareholders, the Company, and employees of the Company.

Article 145. The Board of Supervisors shall consist of three supervisors. The external supervisors (refer to those supervisors who do not hold office in the Company, the same below) shall represent not less than 50 percent of the members of the Board of Supervisors. The number of the supervisors who represent the employees shall be not less than one-third of the number of supervisors.

The Board of Supervisors shall have a Chairman of the Board of Supervisors. The term of office of a supervisor shall be 3 years. A supervisor may serve consecutive terms if reelected upon the expiration of his or her term.

The Board of Supervisors shall have one chairman, whose appointment and dismissal shall be subject to the affirmative vote of at least two-thirds of the members of the Board of Supervisors.

The chairman of the Board of Supervisors shall organize the performance of the duties of the Board of Supervisors.

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Article 146. The members of the Board of Supervisors include two shareholder representatives (including qualified as outside supervisors, the same below) and one employee representative who represents the employees. The shareholder representative shall be elected and removed by the Shareholders' General Meeting; the employee representative shall be elected and removed by the employees' democratic election.

As needed, the Board of Supervisors shall establish an office to be responsible for the daily affairs of the Board of Supervisors.

Article 147. The list of candidates for the position of supervisors who represent the shareholders shall be put in the form of a motion before the Shareholders' General Meeting for resolution. The candidates for the supervisors who represent the shareholders shall be nominated by the Board of Directors, the Board of Supervisors and a shareholder alone or shareholders together holding at least 3 percent of the Company's shares, and shall be elected and removed by the Shareholders' General Meeting of the Company. The procedures for electing supervisors shall refer to the procedures for electing non-independent directors in Article 105 of these Articles of Association and the provision of adopting the cumulative voting system for electing supervisors in Article 106 of these Articles of Association.

Article 148. The Company's Directors, Manager, Senior Deputy Manager, Deputy Manager, Chief Financial Officer and other senior management staff may not concurrently serve as supervisors.

Article 149. The meeting of the Board of Supervisors shall be convened at least once every six months. The chairman of the Board of Supervisors shall convene and preside over meetings of the Supervisory Board. If the chairman of the Supervisory Board is unable or fails to perform his or her duties, a supervisor jointly selected by at least one half of the supervisors shall convene and preside over a meeting. The notice for convening a meeting of the Board of Supervisors shall be served to all supervisors 10 days before the meeting in written form. A notice of a meeting of the Board of Supervisors shall include the following particulars:

- (1) the date, venue and duration of the meeting;
- (2) the reasons for holding the meeting and the topics to be discussed thereat;
- (3) The date of issuance of the notice.

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Article 150. If a supervisor fails to personally attend a meeting of the Board of Supervisors and to appoint another supervisor to attend the meetings on his or her behalf on two consecutive occasions, he or she shall be deemed unable to perform his or her duties and shall be replaced by the Shareholders' General Meeting and the employee representative congress.

Article 151. The supervisor may tender his or her resignation before the end of his or her term. The provisions concerning the duration and resignation of the directors in CHAPTER 10 of these Articles of Association are applicable to the supervisors.

Article 152. The Board of Supervisors shall be accountable to the Shareholders' General Meeting and exercise the following functions and powers in accordance with laws:

- (1) to examine the Company's financial affairs; to review the report prepared by the Board of Directors periodically and submit the audit opinions in written form;
- (2) to supervise the directors, the Manager and other senior management staff in the performance of their Company duties and to propose the removal of directors or senior management staff who violate laws, administrative regulations or breach these Articles of Association or resolutions of the Shareholders' General Meeting;
- (3) if an act of a director or of the Manager or another senior officer is detrimental to the Company's interests, to require him or her to correct such act;

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- (4) to verify financial information such as financial reports, business reports, profit distribution plans, etc. that the Board of Directors intends to submit to the shareholders' general meeting and, if in doubt, to be able to appoint, in the name of the Company, a registered accountant or practicing auditor to assist in reviewing such information;
- (5) to conduct an investigation and, if necessary, engage professional organizations, such as accounting firms and law firms, to assist it in its work in the event that it discovers any irregularities in the Company's operations, the expenses shall be borne by the Company;
- (6) to propose the holding of Extraordinary Shareholders' General Meetings and, in the event that the Board of Directors fails to perform its duty of convening and presiding over a Shareholders' General Meeting, to convene and preside over such a meeting in accordance with the law;
- (7) to propose the interim meeting of the Board of Directors;
- (8) to negotiate with or to file a suit against any director or other senior management staff on behalf of the Company;
- (9) Other duties as prescribed in the laws, administrative regulations and rules, as well as the Articles of Association and authorized by the Shareholders' General Meeting.

The Board of Supervisors shall give advice for the accounting firm engaged by the Company. It may appoint a separate accounting firm in the Company's name to independently review the Company's finances if necessary and directly report to the State Council authorities in charge of securities and other relevant departments.

The outside supervisors shall independently report the integrity and diligence performance of the Company's senior management staff to the Shareholders' General Meeting.

Supervisors may attend meetings of the Board of Directors in a non-voting capacity and raise questions and make suggestions in respect of matters that are the subject of resolutions of the Board of Directors.

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- Article 153. The Board of Supervisors may require the Company's directors, the Manager, chief financial officer, the secretary to the Board of Directors, the internal and external auditors to attend the meetings of the Board of Supervisors and answer the issues concerned by Board of Supervisors.
- Article 154. Resolutions of the Board of Supervisors shall require the affirmative vote of at least two-thirds of the members of the Board of Supervisors for adoption.
- Article 155. The minutes of the meeting shall be kept as the Company's records of meetings by the Board of Supervisors. The supervisors and recorder attending the meeting shall sign on the finalized minute of the meeting. The minutes of meetings of the Board of Supervisors shall be kept as the Company's important files. The minutes of meetings shall be kept for at least 10 years.
- Article 156. When the Board of Supervisors exercises its functions and powers with the engagement of the lawyers, certified public accountants, practicing auditors and other professionals, the reasonable expenses incurred shall be borne by the Company.
- Article 157. The supervisors shall faithfully fulfill its oversight responsibilities in accordance with the laws and administrative regulations and rules, as well as these Articles of Association.

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CHAPTER 15 Qualifications and Obligations of the Directors, Supervisors, Manager and Other Senior Management Staff of the Company

- Article 158. None of the following persons may serve as a director, supervisor, manager or other senior management staff of the Company:
- (1) persons without capacity or with limited capacity for civil acts;
 - (2) persons who were sentenced to criminal punishment for the crime of corruption, bribery, misappropriation of property or diversion of property or for disrupting the order of the socialist market economy, where not more than five years have elapsed since the expiration of the period of punishment; or persons who were deprived of their political rights for committing a crime, where not more than five years have elapsed since the expiration of the period of deprivation;
 - (3) persons who served as directors, or factory directors or managers, who bear personal liability for the bankruptcy liquidation of their companies or enterprises, where not more than three years have elapsed since the date of completion of the bankruptcy liquidation;
 - (4) persons who served as the legal representatives of companies or enterprises that had their business licenses revoked for breaking the law, where such representatives bear individual liability therefor and not more than three years have elapsed since the date of revocation of the business license;
 - (5) persons with comparatively large debts that have fallen due but have not been settled;
 - (6) persons whose cases have been placed on the docket and are being investigated by the judicial authorities because they violated the criminal law, and such cases are still pending;
 - (7) national civil servants;
 - (8) persons who may not serve as leaders of enterprises by virtue of laws;
 - (9) persons who are non-natural persons;
 - (10) persons ruled by a competent authority to have violated securities-related regulations, where such violation involved fraudulent or dishonest acts and not more than five years have elapsed since the date of the ruling;
 - (11) Persons who are determined to be banned from entering the securities market by the State Council authorities in charge of securities and whose ban has not been lifted.

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As for the current directors, under the above circumstance set forth above, the Board of Directors shall immediately stop relevant directors from performing their duties since the date of knowing the situation occurred, and advice the Shareholders' General Meeting to replace such directors. As for the Manager, the Board of Directors shall immediately stop relevant Manager from performing his or her duties since the date of knowing the situation occurred, and convene the meeting of the Board of Directors to dismiss such Manager. As for the current supervisors, under the above circumstance set forth, the Board of Directors shall immediately stop relevant supervisors from performing

their duties since the date of knowing the situation occurred, and advise the Shareholders' General Meeting or the employee representative congress to replace such supervisors.

Article 159. No director may act on behalf of the Company or the Board of Directors in his or her own name unless these Articles of Association specify that he or she may do so or he or she is lawfully authorized to do so by the Board of Directors. A director shall declare his or her position and capacity in advance if, when such director is acting in his or her private capacity, a third party would reasonably assume him or her to be acting on behalf of the Company or the Board of Directors.

Article 160. The validity of an act of a director, the Manager or other senior management staff of the Company on behalf of the Company shall not, vis-a-vis a bona fide third party, be affected by any non-compliance in his or her holding of such office, election or qualification.

Article 161. In addition to obligations imposed by laws, the administrative rules and regulations as well as the listing rules of the stock exchanges on which shares of the Company are listed, the Company's directors, supervisors, Manager and other senior management staff shall owe each shareholder the following obligations in the exercise of the functions and powers granted to them by the Company:

- (1) not to cause the Company to exceed the scope of business stipulated in its business license;
- (2) to act honestly in the best interest of the Company;
- (3) not to deprive the Company of its property in any way, including (but not limited to) any opportunities that are advantageous to the Company;
- (4) not to deprive shareholders of their individual rights and interests, including (but not limited to) rights to distributions and voting rights, unless pursuant to a restructuring of the Company submitted to and adopted by the Shareholders' General Meeting in accordance with these Articles of Association of the Company;

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- (5) the obligations required by the laws of the place where Company shares are listed and relevant provisions of the stock exchange.

Article 162. The Company's directors, supervisors, Manager and other senior management staff shall have an obligation, in the exercise of their rights or discharge of their obligations, to perform their acts with the care, diligence and skill that a reasonably prudent person should exercise in comparable circumstances, including but not limited to the relevant Professional Moralities and Code of Conduct for employees developed by the Company.

Article 163. The Company's directors, supervisors, Manager and other senior management staff must, in the performance of their duties and responsibilities, abide by the fiduciary principle and shall not place themselves in a position where their personal interests and their duties may conflict. This principle shall include but not be limited to the fulfillment of the following obligations:

- (1) to act honestly in the best interest of the Company;
- (2) to exercise powers within the scope of their functions and powers and not to exceed such powers;
- (3) to personally exercise the discretion vested in him or her and not allow himself or herself to be manipulated by another person and, unless permitted by laws, administrative regulations or with the informed consent of the Shareholders' General Meeting, not to delegate the exercise of his or her discretion;
- (4) to accord equal treatment to shareholders of the same class and fair treatment to shareholders of different classes;
- (5) not to conclude a contract or enter into a transaction or arrangement with the Company except as otherwise provided in these Articles of Association or with the informed consent of the Shareholders' General Meeting;
- (6) not to use Company property for his or her own benefit in any way without the informed consent of the Shareholders' General Meeting;

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- (7) not to use his or her functions and powers as a means to accept bribes or other forms of illegal income, and not to illegally appropriate Company property in any way, including (but not limited to) any opportunities that are advantageous to the Company;
- (8) not to accept commissions in connection with Company transactions without the informed consent of the Shareholders' General Meeting;
- (9) to abide by these Articles of Association, to perform his or her duties faithfully, to protect the interests of the Company, and not to use his or her position, functions and powers in the Company to seek personal gain;
- (10) not to compete with the Company in any way without the informed consent of the Shareholders' General Meeting;
- (11) not to divert Company funds, not to deposit Company assets or funds in accounts opened in his or her own or in another name; not to lend Company funds to others, and not to use Company property as security for the debts of other individuals without the consent of the Shareholders' General Meeting or Board of Directors;
- (12) without the informed consent of the Shareholders' General Meeting, not to disclose confidential information relating to the Company that was acquired by him or her during his or her tenure; and not to use such information except in the furtherance of the interests of the Company; however, such information may be disclosed to a court or other competent government authorities if:

- i. provided for by laws;

- ii. required in the public interest;
- iii. required in the personal interest of such director, supervisor, Manager or other senior management staff of the Company.

Income derived by the directors, Manager and other senior management staff in breach of this Article shall belong to the Company; and they shall be held liable for damages if, as a result of violating a regulation, they cause the Company to sustain a loss.

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Article 164. In case the Shareholders' General Meeting requires the directors, supervisors, Manager and senior management staff to attend the meeting, the directors, supervisors, Manager and senior management staff shall provide explanations in response to the queries and suggestions made by shareholders at a Shareholders' General Meeting, unless a matter involves trade secrets of the Company that cannot be disclosed at a Shareholders' General Meeting.

The directors, Manager and senior management staff shall provide true information and data to the Board of Supervisors and not interfering with the Board of Supervisors or supervisors in the exercise of their functions and powers.

Article 165. A director, a supervisor, the Manager or other senior management staff of the Company may not incite the following persons or organizations ("connected persons") to do what such director, supervisor, manager or other senior management staff may not do:

- (1) the spouse or a minor child of such director, supervisor, Manager or other senior management staff of the Company;
- (2) a trustee of such director, supervisor, Manager or other senior management staff of the Company or of any person referred to in item (1) hereof;
- (3) a partner of such director, supervisor, Manager or other senior management staff of the Company or of any person referred to in items (1) and (2) hereof;
- (4) a company over which such director, supervisor, Manager or other senior management staff of the Company, alone or jointly with any person referred to in items (1), (2) and (3) hereof or any other director, supervisor, Manager or other senior management staff of the Company, has de facto control;
- (5) a director, a supervisor, the Manager or other senior management staff of a company being controlled as referred to in item (4) hereof.

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Article 166. If a director, a supervisor, the Manager and other senior officer tender his or her resignations or his or her term of office expires, the fiduciary obligation of the Company's directors, supervisors, Manager and other senior management staff do not necessarily cease with the termination of their tenure. A director, the supervisor, the Manager and other senior officer's obligation to maintain the confidentiality of the Company's trade secrets shall survive the end of his or her term, until such secrets enter the public domain. The term of survival of his or her other obligations shall be decided upon according to the principle of fairness, the time elapsed between the director's departure from office and the occurrence of the event, and the circumstances and conditions of the termination of his or her relationship with the Company.

Article 167. A director, a supervisor, the Manager or other senior officer who causes the Company to sustain a loss as a result of a violation of a law, administrative regulations and rules, department rules or a breach of these Articles of Association by him or her during the performance of his or her Company duties shall be liable for damages.

A director, a supervisor, the Manager or other senior officer who causes the Company to sustain a loss due to his or her unauthorized departure from office prior to the end of his or her term shall be liable for damages.

Article 168. A director, a supervisor, the Manager or other senior management staff of the Company may, by informed decision of the Shareholders' General Meeting, be relieved from liability for a specific breach of his or her obligations, except in circumstances as specified in Article 56 of the Articles of Association.

Article 169. If a director, a supervisor, the Manager or other senior management staff of the Company is, directly or indirectly, materially interested in a contract, transaction or arrangement concluded or planned by the Company (excluding his or her engagement contract with the Company), he or she shall disclose the nature and extent of his or her interest to the Board of Directors at the earliest opportunity, whether or not the matter is normally subject to the approval of the Board of Directors.

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A director may not vote on any contract, transaction or arrangement in which he or she or any person connected to him or her (as defined in the applicable securities listing rules amended from time to time) has a material interest and which is to be approved by the Board of Directors or any other proposals related thereto. Additionally, he or she may not count in the quorum for the meeting.

Unless the interested director, supervisor, Manager or other senior management staff of the Company has disclosed such interest to the Board of Directors as required under the first paragraph hereof and the matter has been approved by the Board of Directors at a meeting in which he or she was not counted in the quorum and had refrained from voting, the Company shall have the right to void the contract, transaction or arrangement, unless the other party is a bona fide party acting without knowledge of the breach of obligation by the director, supervisor, Manager or other senior management staff concerned.

A director, a supervisor, the Manager or other senior management staff of the Company shall be deemed to be interested in any contract, transaction or arrangement in which a connected person of that director, supervisor, Manager or other senior management staff is interested.

Article 170. If a director, a supervisor, the Manager or other senior management staff of the Company gives a written notice to the Board of Directors before the conclusion of the contract, transaction or arrangement is first considered by the Company stating that, by reason of the contents of the notice, he or her is interested in the contract, transaction or arrangement that may subsequently be made by the Company, such director,

supervisor, Manager or other senior management staff of the Company shall be deemed for the purposes of the preceding Articles of this Chapter to have declared his interest, to the extent stated in the notice.

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Article 171. The Company may not in any manner pay tax on behalf of its directors, supervisors, Manager or other senior management staff.

Article 172. The Company may not directly or indirectly provide a loan to, or loan guarantees for, its directors, supervisors, Manager and other senior management staff or those of its parent company, or provide loans to or loan guarantees for connected persons of the above-mentioned persons.

The provisions of the preceding paragraph shall not apply to the following circumstances:

- (1) the provision by the Company of a loan to or a loan guarantee for a subsidiary of the Company;
- (2) the provision by the Company of a loan, loan guarantee or other moneys to a director, a supervisor, the Manager or other senior management staff of the Company under an engagement contract approved by the Shareholders' General Meeting, so as to enable him to meet the expenses incurred for the purposes of the Company or for the performance of his or her Company duties;
- (3) the provision by the Company of a loan or a loan guarantee to a relevant director, a supervisor, the Manager or other senior management staff of the Company or to a connected person thereof on normal commercial terms, if the ordinary scope of business of the Company includes the lending of money or the provision of loan guarantees.

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Article 173. A loan provided by the Company in breach of the preceding Article shall be immediately repaid to the Company by the recipient of the loan, regardless of the terms of the loan.

Article 174. A loan guarantee provided by the Company in breach of the first paragraph of Article 172 shall be unenforceable against the Company, unless:

- (1) the loan was provided to a connected person of a director, a supervisor, the Manager or other senior management staff of the Company or of its parent company, and at the time the loan was advanced the lender did not know the relevant circumstances;
- (2) the collateral provided by the Company has been lawfully sold by the lender to a bona fide purchaser.

Article 175. For the purposes of the preceding Articles of this Chapter, the term "guarantee" shall include an act whereby the guarantor assumes liability or provides property to guarantee or secure the performance of obligations by the obligor.

Article 176. Following the approval of the Shareholders' General Meeting, the Company may purchase liability insurances for the directors, supervisors, Manager and other senior management staff, unless the liability is caused by the violation of the laws, administrative regulations and rules, as well as these articles of association by the Company's directors, supervisors, the Manager or other senior management staff.

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Article 177. If a director, a supervisor, the Manager or other senior management staff of the Company breaches his or her obligations to the Company, the Company shall, in addition to any rights and remedies provided by laws or administrative rules and regulations, have the right to:

- (1) require the relevant director, supervisor, Manager or other senior management staff to compensate for the losses sustained by the Company as a consequence of his or her dereliction of duty;
- (2) rescind any contract or transaction concluded by the Company with the relevant director, supervisor, Manager or other senior management staff and contracts or transactions with a third party (where such third party is well aware or should know that the director, supervisor, Manager or other senior management staff representing the Company was in breach of his or her obligations to the Company);
- (3) require the relevant director, supervisor, Manager or other senior management staff to surrender the gains derived from the breach of his or her obligations;
- (4) recover any moneys received by the relevant director, supervisor, Manager or other senior management staff that should have been received by the Company, including (but not limited to) commissions;
- (5) require the relevant director, supervisor, Manager or other senior management staff to return the interest earned or possibly earned on the moneys that should have been given to the Company.

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Article 178. The Company shall conclude written contracts with each director and supervisor of the Company concerning his or her remuneration. Such contracts shall be approved by the Shareholders' General Meeting before they are entered into. The aforementioned remuneration shall include:

- (1) remuneration in respect of his or her service as a director, supervisor or senior management staff of the Company;
- (2) remuneration in respect of his service as a director, supervisor or senior management staff of a subsidiary of the Company;

- (3) remuneration for other services provided toward the management of the Company or a subsidiary thereof;
- (4) the payment by way of compensation for his or her loss of office or retirement to the aforementioned directors and supervisors in respect of redundancy or retirement.

A director or supervisor may not sue the Company for benefits due to him or her on the basis of the aforementioned matters, except under a contract as mentioned above.

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Article 179. The Company shall specify in the contract concluded with a director or supervisor of the Company concerning his or her remuneration that in the event of a takeover of the Company, a director or supervisor of the Company shall, subject to prior approval of the Shareholders' General Meeting, have the right to receive the compensation or other moneys obtainable for loss of office or retirement. For the purposes of the preceding paragraph, the term "a takeover of the Company" shall mean either of the following:

- (1) anyone making a purchase offer to all of the shareholders;
- (2) anyone making a purchase offer with a view to the offeror becoming a controlling shareholder as defined in the Article 58 of these Articles of Association.

If the relevant directors or supervisors have failed to comply with this Article, any sums received by themselves shall belong to those persons that have sold their shares as a result of their acceptance of the aforementioned offer, and the expenses incurred in the pro rata distribution of such sums shall be borne by the relevant directors or supervisors and may not be paid out of such sums.

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CHAPTER 16 Financial and Accounting Systems, Distribution of Profits, Auditing

Article 180. The Company shall formulate its own financial and accounting systems in accordance with laws, administrative regulations and China's accounting standards formulated by the State Council's department in charge of finance.

Article 181. The Company shall adopt the Gregorian calendar year as its fiscal year, which shall commence on January 1 and end on December 31 of the same Gregorian calendar year.

The Company shall adopt the Renminbi as its bookkeeping base currency and its account books shall be kept in Chinese. The Company shall prepare financial reports at the end of each fiscal year. Such reports shall be audited by an accounting firm in accordance with the laws.

Article 182. The Board of Directors of the Company shall place before the shareholders at each annual Shareholders' General Meeting such financial reports as relevant laws, administrative regulations and normative documents promulgated by the local government and the authorities-in-charge require the Company to prepare. Such reports shall be subject to verification.

Article 183. The financial reports of the Company shall be made available for inspection by shareholders 20 days prior to an annual Shareholders' General Meeting. Each shareholder of the Company shall have the right to obtain a copy of the financial reports referred to in this Chapter.

The Company will send the aforementioned financial reports to each holder of H shares by prepaid mail at the recipient's address shown in the register of shareholders at least 21 days prior to an annual Shareholders' General Meeting.

Subject to the laws, regulations and listing rules of the place where Company's shares are listed, the aforementioned financial reports may be provided to shareholders by other means as specified in Article 231 of these Articles of Association.

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Article 184. The financial statements of the Company shall be prepared not only in accordance with PRC accounting standards and regulations but also in accordance with international accounting standards or the accounting standards of the place outside the PRC where shares of the Company are listed. If there are material differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in the notes to such financial statements. For purposes of the Company's distribution of after-tax profits of a given fiscal year, the lesser of the amounts of after-tax profits shown in the aforementioned two kinds of financial statements shall govern.

Article 185. Interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards and regulations as well as international standards or the accounting standards of the place outside the PRC where shares of the Company are listed.

Article 186. The Company shall publish four financial reports every fiscal year, namely an Q1 financial report within 30 days after the end of the first three months of the fiscal year, an interim financial report within 60 days after the end of the first six months of the fiscal year, an Q3 financial report within 30 days after the end of the first nine months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year.

Article 187. The Company's financial and accounting reports shall be prepared in accordance with relevant laws, administrative regulations and departmental rules.

Article 188. The Company may not keep account books other than the statutory account books.

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Article 189. The basic principles of profit distribution policy of the Company are as follows:

- (1) taking full account of return to investors and distributing dividend to shareholders per annum in proportion to the distributable dividend realized for the year concerned;
- (2) Maintaining the continuity and stability of the Company's dividend distribution policy, while at the same time take care of the interest of the Company in the long term, the interest of the shareholders as a whole, as well as the sustainable development of the Company;
- (3) Giving priority to dividend distribution in cash.

Article 190. When the Company distributes its after-tax profits for a given year, it shall allocate 10 percent of profits to its statutory common reserve. The Company shall no longer be required to make allocations to its statutory common reserve once the aggregate amount of such reserve reaches at least 50 percent of its registered capital.

If the Company's statutory common reserve is insufficient to make up losses from previous years, the Company shall use its profits from the current year to make up such losses before making the allocation to its statutory common reserve in accordance with the preceding paragraph.

After making the allocation from its after-tax profits to its statutory common reserve as well as statutory public welfare fund, the Company may, subject to a resolution of the Shareholders' General Meeting, make an allocation from its after-tax profits to the discretionary common reserve.

After the Company has made up its losses and made allocations to its common reserves, the remaining profits of the Company shall be distributed in proportion to the shareholdings of its shareholders. Shares of the Company that are held by the Company itself shall not participate in the distribution of profits.

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Article 191. Before making up its losses and made allocations to the statutory common reserve, the Company shall not distribute dividends or distribute profits to shareholders. The Company's dividend does not bear any interest, unless the Company fails to distribute relevant dividends to the shareholders.

Any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.

Article 192. The capital common reserve shall include the following funds:

- (1) the premiums obtained from the issue of shares above par;
- (2) Other revenue required by the State Council's finance authority to be included in the capital common reserve.

Article 193. The Company's common reserves (referring to the statutory reserve fund, any fund and capital fund) shall be used to make up the Company's losses, to expand the Company's production and operations or, through conversion into capital, to increase the Company's capital. However, the capital common reserve will not be used to make up the Company's losses.

When funds in the statutory common reserve are converted into capital by the Company through the resolution at the Shareholders' General Meeting, the new shares shall be issued according to the original proportion of shares held by the shareholders, or the par value of shares shall be increased. However, in case that the statutory common reserve are converted into capital, the remaining of the reserve shall not be less than 25 percent of the registered capital of the Company before the conversion.

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Article 194. Dividend distribution policies of the Company are to be specified as follows:

- (1) dividend shall be distributed in the following manner: the Company may distribute dividends in cash, in shares or in a combination of both cash and shares. Subject to conditions, intinterim profit distribution may be made by the Company;
- (2) specific circumstances for and proportions of cash dividend of the Company: save in exceptional circumstances, if the Company's profit for the year and its cumulative undistributed profit are positive, the Company may distribute dividend in cash and the profit to be distributed in cash per annum will not be less than 10 percent of the distributable profit realized for that year, or that the total profit to be distributed in cash in the past three years will not be less than 30 percent of the average annual distributable profit realized in the past three years;

The exceptional circumstances refer to the following:

- i. where the auditing firm issues a non-standard unqualified audit report on the financial report of the Company for the year; and
 - ii. Where the Company has major investment plan or significant cash expenditure (fund raising projects excepted).
- (3) Conditions for distributing dividends in shares by the Company:

where the Company's business is in a sound condition, and the Board of Directors considers that the stock price of the Company does not reflect its share capital size and distributing dividend in shares will be favorable to all shareholders of the Company as a

whole, provided that the above conditions of cash dividend are fully met, the Company may propose dividend distribution in shares;

- (4) Upon occurrence of any illegal appropriation of the Company's funds by the shareholders, the Company shall deduct the cash bonus to be paid to such shareholders to make up for the funds appropriated by such shareholders.

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Article 195. Procedures for considering the profit distribution plan of the Company:

1. The profit distribution plan of the Company shall be drawn up by the management before being submitted to the Board of Directors and the supervisory committee of the Company for consideration. The Board of Directors shall thoroughly discuss the rationality of the profit distribution plan and form a specific resolution before submitting it to the general meeting for consideration. In considering the profit distribution plan, the Company shall make Internet voting accessible to the shareholders.
2. Where the Company does not distribute cash dividend by reason of the exceptional circumstances in Article 194 above, the Board of Directors shall explain the specific reasons for not distributing cash dividends, the exact purpose for the retained profit and the estimated investment return, and upon the independent Directors having expressed their opinions thereon, submit such proposal to the general meeting for consideration, and disclose the same in the media designated by the Company.

Article 196. Implementation of the profit distribution plan of the Company: After the profit distribution plan has been resolved at a general meeting, the Board of Directors shall complete dividend (or share) distribution within two months after the holding of such meeting.

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Article 197. Alteration of the Company's profit distribution policy:

In case of force majeure events such as war, natural disasters, or changes to the Company's external operational environment resulting in material impact on its production and operation, or relatively significant changes to the Company's operational position, the Company may adjust its profit distribution policy.

The Board of Directors shall conduct specific discussion over adjustment to the Company's profit distribution policy, provide detailed reasons for such adjustment, form a written report to be considered by independent Directors, and then submit to the general meeting for approval by way of a special resolution. In considering alterations to the profit distribution policy, the Company shall make Internet voting accessible to the shareholders.

Article 198. Dividends and other payments by the Company to holders of domestic investment shares shall be distributed and paid in Renminbi, whereas those to holders of overseas listed foreign investment shares shall be denominated and declared in Renminbi and paid in HK Dollars. The foreign currency for the cash dividends and other payments by the Company to holders of overseas listed foreign investment shares and other holders of foreign investment shares shall be handled in accordance with state regulations on foreign exchange control.

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Article 199. Unless otherwise provided in relevant laws and Administrative regulations, where cash dividends and other amounts are paid in HK Dollars, the average selling price of the relevant foreign exchange posted by the People's Bank of China for the Gregorian calendar week immediately preceding the date of declaration of the dividends or other payment shall be used as the exchange rate.

Article 200. Subject to the item (2), Article 60 and the item (17), Article 108 of these Articles of Association, the Board of Directors may decide to distribute the interim dividend or special dividend.

Article 201. When distributing dividends to shareholders, the Company shall withhold and turn over the tax payable on the dividend income of shareholders based on the amount distributed and in accordance with PRC tax laws.

Article 202. The Company shall appoint receiving agents for holders of overseas listed foreign investment shares to collect on behalf of the relevant shareholders the dividends distributed and other moneys payable in respect of overseas listed foreign investment shares.

The receiving agents appointed by the Company shall meet the requirements of the laws of the place, or the relevant regulations of the stock exchange, where shares are listed.

The receiving agents appointed by the Company for the holders of overseas listed foreign investment shares listed on the SEHK shall be trust companies registered under the Trustee Ordinance of Hong Kong.

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Under the premise of obeying the laws of China, the Company has the right to forfeit the unclaimed dividends, subject to the expiry of the applicable relevant limitation period.

The Company shall have the right to cease sending dividend warrants to holders of overseas listed foreign investment shares by post, but such right shall only be exercised until the dividend warrants have been left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.

The Company shall have the right to sell the shares of untraceable shareholders of overseas listed foreign investment shares in the manner as the Board of Directors thinks appropriate, subject to compliance with the following conditions:

- (1) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed;

- (2) on expiry of the 12 years the Company gives notice of its intention to sell the shares by way of advertisements published in one or more newspapers in the place of listing of the Company and notifies the securities regulatory authority where the Company's shares are listed of such intention.

Article 203. The Company shall implement an internal auditing system and appoint dedicated auditing personnel to carry out internal auditing and supervision of the Company's financial revenues and expenditures, and economic activities

Article 204. The Company's internal auditing system and the responsibilities of its auditing personnel shall be implemented after the approval thereof by the Board of Directors. The person in charge of auditing shall be accountable and report to the Board of Directors.

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CHAPTER 17 Engagement of Accounting Firms

Article 205. The Company shall engage an independent accounting firm that complies with relevant provisions of PRC laws to audit the annual financial reports and review other financial reports of the Company make verification of net assets and provide other consulting-related services.

The Company's engagement of accounting firm shall be decided by the Shareholders' General Meeting [following the approval of the Audit Committee].

Article 206. The term of engagement of an accounting firm engaged by the Company is one year, which shall commence upon the adjournment of the annual Shareholders' General Meeting of the Company and end upon the adjournment of the next annual Shareholders' General Meeting. The accounting firm could be re-appointed if the term is expired.

Article 207. An accounting firm engaged by the Company shall have the following rights:

- (1) the right of access to the account books, records or vouchers of the Company and the right to require directors, the Manager and other senior management staff of the Company to provide relevant information and explanations at any time;
- (2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;
- (3) the right to attend shareholders' meetings in a non-voting capacity, to receive notice of or other information concerning any meetings of or concerning which shareholders have a right to receive notice or other information, and to be heard at any shareholders' meetings on any matter which relates to it as the accounting firm of the Company.

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Article 208. If the position of accounting firm becomes vacant, the Board of Directors may [following the approval of the Audit Committee] appoint an accounting firm to fill such vacancy before a Shareholders' General Meeting is held. However, if there are other accounting firms holding the position of accounting firm of the Company while such vacancy persists, such accounting firms may continue to act.

Article 209. The Shareholders' General Meeting may by ordinary resolution decide to dismiss any accounting firm prior to the expiration of its term of engagement, notwithstanding anything in the contract between the accounting firm and the Company, but without prejudice to such accounting firm's right, if any, to claim damages from the Company in respect of such dismissal.

Article 210. The remuneration or method of determining the remuneration of an accounting firm shall be decided upon by the Shareholders' General Meeting. The remuneration of an accounting firm engaged by the Board of Directors shall be determined by the Board of Directors after being approved by the Audit Committee and shall be reported to the Shareholders' General Meeting for approval.

Article 211. The engagement, dismissal or non-renewal of engagement of an accounting firm shall be decided upon by the Shareholders' General Meeting. If there are relevant provisions in the applicable laws, administrative regulations and rules and/or the relevant listing rules, the Company shall disclose such provisions of the Shareholders' General Meeting on relevant newspapers or periodicals, and describe the reasons for replacement if necessary, as well as report them to the State Council authorities in charge of securities and Chinese Institute of Certified Public Accountants for record.

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Article 212. Where a resolution at a Shareholders' General Meeting is to be passed to appoint as accounting firm an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of accounting firm, or to reappoint an accounting firm engaged by the Board of Directors to fill the vacancy in the office of accounting firms or to remove an accounting firm before the expiration of its term of office, matters shall be handled in accordance with the following provisions:

- (1) the motion of engagement or dismissal shall be sent, before issuance of the notice of the Shareholders' General Meeting, to the accounting firm proposed to be appointed or the accounting firm proposing to leave its post or the accounting firm that has left its post in the relevant fiscal year; leaving includes leaving by removal, resignation and retirement;
- (2) if the accounting firm leaving its post makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late):
 - i. in any notice of the resolution given to shareholders, state the fact of the representations having been made by the accounting firm that is leaving its post;
 - ii. serve a copy of the representations as an attachment to the notice on the shareholders by the method specified in these Articles of Association;

- (3) if the accounting firm's representations are not sent under item (2) of this Article, the relevant accounting firm may, in addition to its right to be heard, require that the representations be read out at the Shareholders' General Meeting;
- (4) an accounting firm that is leaving its post shall be entitled to attend:

- i. the Shareholders' General Meeting at which its term of office would otherwise have expired;

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- ii. any Shareholders' General Meeting at which it is proposed to fill the vacancy caused by its removal;
- iii. any Shareholders' General Meeting convened on its resignation.

The resigned accounting firm shall make a statement on the matters of his work as a former accountant at the above meeting and receive all notices of, and other information relating to, any such meeting, and to be heard at any such meeting which it attends on matters which concern it as former accounting firm of the Company.

Article 213

When the Company dismisses or does not renew the engagement of an accounting firm, it shall give notice to the accounting firm 10 days in advance. The accounting firm shall have the right to present its views before the Shareholders' General Meeting. If the accounting firm believes that the Company's grounds for the dismissal or non-renewal of engagement of it are not justified, it shall appeal to the State Council authorities in charge of securities and Chinese Institute of Certified Public Accountants. In case the accounting firm tenders the resignation, it shall describe to the Shareholders' General Meeting whether there is any improper matter.

The accounting firm shall place the resignation notice at the Company's domicile to resign its position. The notice shall be effective on the date placing the notice at the Company's domicile and the date specified in the notice, whichever is later. The notice shall include the following statements:

- (1) believing that the resignation does not involve any statement that shall be described to the Company's shareholders or creditors; or
- (2) any such conditions that shall be described.

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Where a notice is deposited under the preceding paragraph, the Company must within 14 days send a copy of the notice to the competent authority. If the notice contained a statement as mentioned in the two items of the preceding paragraph, the Company shall make a copy of such statement available at its offices for inspection by shareholders. The Company shall additionally send a copy of the aforementioned statement to each holder of H Shares by prepaid mail at the recipient's address shown in the register of shareholders. Subject to the laws, regulations and listing rules of the place where Company shares are listed, a copy of the aforementioned statement may alternatively be provided to holders of H Shares by other means as specified in Article 231 of the Articles of Association.

If there is any statement that shall be described in the resignation notice submitted by the accounting firm, the accounting firm may require the Board of Directors to convene an extraordinary Shareholders' General Meeting and listen to its explanations about the resignation.

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CHAPTER 18 Merger and Division of the Company

Article 214.

The Company may carry out mergers or divisions in accordance with the laws.

Upon The merger or division of the Company, the Company's Board of Directors shall take necessary measures to protect the lawful rights and interests of the shareholders who oppose the proposal for the merger or division of the Company.

Shareholders that oppose the proposal for the merger or division of the Company shall have the right to require the Company or shareholders that are in favor of such proposal to purchase their shares at a fair price.

The contents of resolutions approving the merger or division of the Company shall be compiled in a special document for inspection by shareholders. Holders of overseas listed foreign investment shares shall additionally be served copies of the aforementioned document by mail.

Article 215.

A merger involving the Company may take either the form of a merger by absorption or the form of a merger by new establishment.

If the Company is involved in a merger, the parties to the merger shall enter into a merger agreement. The parties to the merger shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the merger resolution, the Company shall notify its creditors and within 30 days it shall make an announcement in the newspapers. A creditor may, within 30 days from the date of receipt of the written notice or, if he did not receive a written notice, within 45 days from the date of the announcement, require the Company to pay its debt to him in full or to provide commensurate security.

When the Company is merged, the claims and debts of each party to the merger shall be succeeded to by the Company surviving the merger or the new company established subsequent to the merger.

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- Article 216. If the Company is divided, its property shall be divided accordingly.
- When the Company is divided, a division agreement shall be signed by all parties involved in the division and it shall prepare a balance sheet and a property list. Within 10 days from the date of adoption of the resolution on the division, the Company shall notify its creditors and within 30 days it shall make an announcement in the newspapers.
- The post-division companies shall be jointly and severally liable for the pre-division debts of the Company, unless provided otherwise in a written agreement on debt repayment reached between the Company and a creditor prior to the division.
- Article 217. If a change occurs in the Company's registered particulars due to its merger or division, the change shall be registered with the Company's registrar in accordance with the laws. If the Company is dissolved, de-registration of the Company shall be carried out in accordance with the law. If a new company is established, registration of the establishment of such company shall be carried out in accordance with the laws.

CHAPTER 19 Dissolution and Liquidation of the Company

- Article 218. The Company shall be dissolved and liquidated in accordance with the laws if:
- (1) the Shareholders' General Meeting resolves to dissolve the Company;
 - (2) dissolution is necessary as a result of the merger or dissolution of the Company;
 - (3) the Company is legally declared bankrupt because it is unable to pay its debts as they fall due;
 - (4) the Company has its business license revoked, is ordered to close down or is shut down in accordance with the law for breaching laws and administrative regulations;
 - (5) serious difficulties arise in the operation and management of the Company and its continued existence would cause material loss to the interests of the shareholders and such difficulties cannot be resolved through other means, in which case shareholders holding at least 10 percent of all shareholders' voting rights may petition a People's Court to dissolve the Company.

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- Article 219. If the Company is dissolved pursuant to item (1), (3), (4) or (5) of the preceding Article, it shall establish a liquidation committee and liquidation shall commence within 15 days from the date on which the cause for dissolution arose. The liquidation committee shall be composed of persons determined by the Board of Directors or the Shareholders' General Meeting by ordinary resolution. If the Company fails to establish the liquidation committee and carry out the liquidation within the time limit, its creditors may petition a People's Court to designate relevant persons to form a liquidation committee and carry out the liquidation.
- Article 220. If the Board of Directors decides that the Company should be liquidated (otherwise than because of a declaration of bankruptcy), the notice of the Shareholders' General Meeting convened for such purpose shall include a statement to the effect that the Board of Directors has made full inquiry into the position of the Company and that the Board is of the opinion that the Company can pay its debts in full within 12 months after the commencement of liquidation.
- The functions and powers of the Board of Directors shall terminate immediately upon the adoption by the Shareholders' General Meeting of a resolution to carry out liquidation.
- The liquidation committee shall take instructions from the Shareholders' General Meeting, and not less than once a year make a report to the Shareholders' General Meeting on the committee's receipts and expenditures, the business of the Company and the progress of the liquidation. It shall make a final report to the Shareholders' General Meeting when the liquidation is completed.

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- Article 221. The liquidation committee shall notify creditors within a period of 10 days from the date of its establishment and make announcements of the liquidation in the newspapers within 60 days. Claims shall be registered by the liquidation committee. During the claim declaration period, the liquidation committee may not pay any debts to creditors.
- Article 222. The liquidation committee shall exercise the following functions and powers during liquidation:
- (1) to inventory the Company's property, and to prepare a balance sheet and property list;
 - (2) to notify creditors by notice and public announcement;
 - (3) to dispose of unfinished business of the Company relating to the liquidation;
 - (4) to make full payment of taxes owed and of taxes incurred during the liquidation process;
 - (5) to liquidate claims and debts;
 - (6) to dispose of the Company's property remaining after the debts are paid in full;
 - (7) to represent the Company in civil actions.
- Article 223. After the liquidation committee has inventoried the Company's property and prepared a balance sheet and property list, it shall formulate a liquidation plan and submit such plan to the Shareholders' General Meeting or the competent authority for confirmation.

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After payment of the liquidation expenses, the Company's property remaining shall pay in the following order: (i) the wages of the employees; (ii) social insurance premiums and statutory compensation; (iii) the taxes owed; (iv) bank loans, Company bonds and other Company debts.

The remaining assets after the disposal of the Company's property in accordance with the preceding provision, the shareholders shall distribute them according to the type and proportion of shares held by them:

- (1) in case of preferred shares, they shall be distributed to the shareholders of the preferred shares according to the par value of the preferred shares; in case the shares fail to repay for the preference shares, they shall be distributed according to the proportion of shares held by the shareholders of the preference shares;
- (2) be distributed by the Company to the shareholders in proportion to the shares they hold.

During liquidation, the Company shall not engage in any business activities unrelated to the liquidation.

Article 224. If the Company is liquidated due to dissolution and the liquidation committee, having inventoried the Company's property and prepared a balance sheet and property list, discovers that the Company's property is insufficient to pay its debts in full, it shall apply to the Peoples Court for a declaration of bankruptcy.

After the People's Court has ruled to declare the Company bankrupt, the liquidation committee shall turn over the liquidation matters to the People's Court.

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Article 225. Following completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report, as well as revenue and expenditure statement and financial account books in respect of the liquidation period, and, after verification thereof by a PRC certified public accountant, submit the same to the Shareholders' General Meeting or the competent authority for confirmation.

Within 30 days from the date of confirmation of the aforementioned documents by the Shareholders' General Meeting or the competent authority, the liquidation committee shall submit the same to the company registrar, apply for cancellation of the Company's registration and publicly announce the Company's termination.

CHAPTER 20

Procedures for Amending the Company's Articles of Association

Article 226. The Company may amend its Articles of Association in accordance with laws, administrative regulations and its Articles of Association.

Article 227. The Company's Articles of Association shall be amended in the following manner:

- (1) the Board of Directors shall pass a resolution to draw up a proposal on amendment of the Company's Articles of Association or the shareholders shall propose to amend the Company's Articles of Association;

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- (2) the foregoing proposal shall be furnished to the shareholders in writing and a Shareholders' General Meeting shall be convened to examine the contents of the proposal;

- (3) the contents of the amendments submitted to the Shareholders' General Meeting for resolution shall be approved by a special resolution.

Article 228. The Company shall amend the Articles of Association if:

- (1) provisions of the Articles of Association conflict with the Company Law or administrative regulations after such laws are amended;
- (2) a change occurs in the Company's situation and such change is inconsistent with the matters stated herein;
- (3) the Shareholders' General Meeting decides to amend the

Article 229. If an amendment to these Articles of Association involves matters provided for in the Mandatory Provisions of Articles of Association of Companies That List Overseas, it shall become effective upon approval by the authority that is authorized by the State Council to examine and approve companies.

Article 230. If an amendment to these Articles of Association involves a registered particular of the Company, registration of the change shall be carried out in accordance with the laws.

If an amendment to the Articles of Association involves a matter which is required by the laws, the administrative rules and regulations to be disclosed, an announcement shall be made in accordance with regulations.

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CHAPTER 21 Notices and Announcements

Article 231. Notices (for the purposes of this Chapter, the term "notice" includes the notice of the meetings issued by the Company to its shareholders, Company communications and other written materials) of the Company shall be given or provided by one or more of the following means: (1) by hand; (2) by mail; (3) by way of a public announcement; (4) other means recognized by the securities regulator of the place where Company shares are listed and by the stock exchange or specified in these Articles of Association.

As for the Company's notice sent by way of a public announcement; such announcements must be published in the designated newspapers (if any) and/or other designated media (including websites) of the securities regulatory bodies and the stock exchange where the Company's shares are listed.

As for the Company's methods to send or provide notice to the shareholders of H shares in accordance with the Hong Kong Listing Rules, subject to other documents specified in the laws, regulations and listing rules of the place where Company shares are listed, the Company may issue or give corporate communications to holders of H shares by electronic means or publication of information on a website.

The term "corporate communication" means any document issued or to be issued by the Company for the information or action of holders of any Company securities. Such communications include but are not limited to:

- (1) annual reports, including reports of the Board of Directors, the Company's annual accounts together with the auditor's reports and (where applicable) summary financial reports;
- (2) interim reports and (where applicable) summary interim reports;
- (3) notices of meetings;
- (4) listing documents;
- (5) circulars; and
- (6) proxy forms.

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Article 232. For a Company notice given by hand, the person on whom it is served shall sign (of affix his or her seal to) the acknowledgement slip, and the date on which he or she signed in receipt shall be the date of service.

For a Company notice given by way of a public announcement, the first day of publication shall be the date of service.

When the notice is served by post, the notice shall be deemed as served 48 hours after the clearly stating the address, prepaying the postage, placing the notice in the envelope and inserting the envelope containing the notice in the mailbox.

Article 233. A meeting and the resolutions adopted thereat shall not be invalidated due to the accidental omission to give notice of the meeting to, or the non-receipt of notice of the meeting by, a person entitled to receive notice.

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CHAPTER 22 Dispute Resolution

Article 234. The Company shall comply with the following rules for dispute resolution:

- (1) If any dispute or claim that concerns Company affairs and is based on rights or obligations provided for in these Articles of Association, the Company Law or other relevant laws arises between a holder of overseas listed foreign investment shares and the Company, between a holder of overseas listed foreign investment shares and a director, a supervisor, the Manager or other senior management staff of the Company or between a holder of overseas listed foreign investment shares and a holder of domestic investment shares, the parties concerned shall submit the dispute or claim to arbitration.

When a dispute or claim as described above is submitted to arbitration, the dispute or claim shall be submitted in its entirety, and all persons (being the Company or shareholders, directors, supervisors, the Manager or other senior management staff of the Company) that have a cause of action due to the same facts or whose participation is necessary for the resolution of such dispute or claim shall submit to arbitration. Disputes regarding the definition of shareholders and the register of shareholders may be resolved by means other than arbitration.

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- (2) A dispute or claim submitted to arbitration may be arbitrated, at the option of the arbitration applicant, by either the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. After the arbitration applicant has submitted the dispute or claim to arbitration, the other party must submit to the arbitration institution selected by the applicant.
- (3) If the arbitration applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre. Unless otherwise provided by laws or administrative regulations, PRC laws shall apply to the resolution by arbitration of disputes or claims referred to in item (1).
- (4) The award of the arbitration institution shall be final and binding upon each party.

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CHAPTER 23 Supplementary Provisions

Article 235. The Company's Articles of Association are written in Chinese and English. If there is any discrepancy between the two versions, the Chinese version of the Articles of Association shall prevail.

Article 236. The power to interpret these Articles of Association shall vest in the Board of Directors of the Company. The power to amend these Articles of Association shall vest in the Shareholders' General Meeting.

Article 237. For the purposes of these Articles of Association, the term "accounting firm" shall have the same meaning as the term "auditor".

The "Manager", "Senior Deputy Manager" and "Deputy Manager" in these Articles of Association refer to the Company's "President", "Senior Deputy President" and "Deputy President".

The "Executive Director" in these Articles of Association refers to the director working in the Company.

EXHIBIT 8.1

A list of Aluminum Corporation of China Limited's principal subsidiaries is provided in Note 1 to consolidated financial statements included in this annual report following Item 19.

EXHIBIT 12.1

**CERTIFICATION PURSUANT TO RULE 13a-14 OR 15d-14
OF THE SECURITIES EXCHANGE ACT OF 1934
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, YU Dehui, certify that:

1. I have reviewed this annual report on Form 20-F of Aluminum Corporation of China Limited (the "Company");
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material aspects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this annual report;
4. The Company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and
 - (d) Disclosed in this annual report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: April 15, 2016
By: /s/YU Dehui
Name: YU Dehui
Title: Chairman of the Board of Directors

EXHIBIT 12.2

**CERTIFICATION PURSUANT TO RULE 13a-14 OR 15d-14
OF THE SECURITIES EXCHANGE ACT OF 1934
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, ZHANG Zhankui, certify that:

1. I have reviewed this annual report on Form 20-F of Aluminum Corporation of China Limited (the "Company");
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material aspects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this annual report;
4. The Company's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and
 - (d) Disclosed in this annual report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
5. The Company's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: April 15, 2016
By: /s/ZHANG Zhankui
Name: ZHANG Zhankui
Title: Chief Financial Officer

EXHIBIT 13.1

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the annual report on Form 20-F of Aluminum Corporation of China Limited (the "Company") for the year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof, I, YU Dehui, Chairman of the Board of Directors of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The annual report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the annual report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 15, 2016
By: /s/YU Dehui
Name: YU Dehui
Title: Chairman of the Board of Directors

EXHIBIT 13.2

**CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the annual report on Form 20-F of Aluminum Corporation of China Limited (the "Company") for the year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof, I, ZHANG Zhankui, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The annual report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the annual report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 15, 2016
By: /s/ZHANG Zhankui
Name: ZHANG Zhankui
Title: Chief Financial Officer

April 15, 2016
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-7561
United States

Ladies and Gentlemen:

We have read Item 16F of Form 20-F dated April 15, 2016 of Aluminum Corporation of China Limited and are in agreement with the statements contained in the first, second, and third paragraphs on page 127 therein. We have no basis to agree or disagree with other statements of the registrant contained therein.

/s/ Ernst & Young
Hong Kong