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**Aluminum Corporation of  
China Overseas Holdings Limited**  
( 中 鋁 海 外 控 股 有 限 公 司 )  
*(Incorporated under the laws of Hong Kong  
with limited liability)*



**CHINALCO-CMC**  
**Chinalco Mining  
Corporation International**  
( 中 鋁 礦 業 國 際 )  
*(Incorporated under the laws of the Cayman Islands  
with limited liability)*  
**(Stock Code: 3668)**

## **JOINT ANNOUNCEMENT**

**(1) PROPOSED PRIVATISATION OF CMC BY THE OFFEROR BY WAY OF A  
SCHEME OF ARRANGEMENT (UNDER SECTION 86 OF THE COMPANIES LAW)  
AND  
(2) PROPOSED WITHDRAWAL OF LISTING OF CMC SHARES**

**SANCTION OF THE SCHEME BY THE GRAND COURT  
AND  
PROPOSED WITHDRAWAL OF LISTING OF CMC SHARES  
AND  
CLARIFICATION**

**Financial Adviser to the Offeror**

**Morgan Stanley**

References are made to (i) the joint announcement issued by Chinalco Mining Corporation International (“**CMC**”) and Aluminum Corporation of China Overseas Holdings Limited (the “**Offeror**”) on 23 September 2016 in relation to, among other things, the proposed privatisation of CMC by the Offeror by way of a scheme of arrangement under Section 86 of the Companies Law, (ii) the joint announcements issued by CMC and the Offeror on 14 October 2016, 25 November 2016 and 30 December 2016 in relation to the extension of time for despatch of the composite scheme document of CMC and the Offeror (the “**Scheme Document**”), (iii) the joint announcements issued by CMC and the Offeror on 3 February 2017 in relation to the despatch of the Scheme Document, (iv) the Scheme Document dated 3 February 2017 which was despatched to CMC Shareholders on 3 February 2017, and

(v) the joint announcement issued by CMC and the Offeror on 3 March 2017 in relation to the results of the Court Meeting and the EGM (“**Results Announcement**”). Unless otherwise defined, terms used herein shall have the same meaning as those defined in the Scheme Document.

## **SANCTION OF THE SCHEME BY THE GRAND COURT**

The Scheme was sanctioned without modification by the Grand Court on Friday, 10 March 2017 (Cayman Islands time). The reduction of the issued share capital of CMC resulting from the cancellation and extinguishment of the Scheme Shares was also confirmed by the Grand Court on the same day.

An official copy of the Court Order of the Grand Court sanctioning the Scheme and confirming the capital reduction is expected to be delivered to the Registrar of Companies in the Cayman Islands for registration on Monday, 13 March 2017 (Cayman Islands time).

## **EXPECTED EFFECTIVE DATE**

All of the Conditions as set out on pages 77 to 79 of the Scheme Document in the section headed “4. Conditions of the Scheme and the Proposal” in the Explanatory Memorandum have been fulfilled, except for the delivery to the Registrar of Companies in the Cayman Islands of a copy of the Court Orders of the Grand Court for registration, which is expected to be completed by Monday, 13 March 2017 (Cayman Islands time). As such, the Scheme is expected to become effective on Monday, 13 March 2017 (Cayman Islands time).

A further announcement will be made when the Scheme has become effective.

## **PROPOSED WITHDRAWAL OF LISTING**

The Stock Exchange has approved the withdrawal of the listing of the CMC Shares on the Stock Exchange with effect from 4:00 p.m. on Wednesday, 15 March 2017 (Hong Kong time), subject to the Scheme becoming effective.

## **CLARIFICATION**

Reference is made to the announcement of CMC and the Offeror published on the website of the Stock Exchange at 8:28 a.m. on Monday, 13 March 2017 (Hong Kong time) which was inadvertently uploaded due to an error of the printer of CMC (“**Inadvertent Announcement**”). The Offeror and CMC wish to clarify that, as at the time of the Inadvertent Announcement, an official copy of the Court Order of the Grand Court sanctioning the Scheme and confirming the capital reduction had not yet been delivered to the Registrar of Companies in the Cayman Islands for registration (but is expected to take place on Monday, 13 March 2017 (Cayman Islands time) as disclosed above). Therefore, as at the time of the Inadvertent Announcement and this announcement, not all of the Conditions of the Scheme as set out in the Scheme Document have been fulfilled and the Scheme has not become effective yet (as disclosed above).

CMC Shareholders and potential investors should disregard the contents of the Inadvertent Announcement. As disclosed above, a further announcement will be made when the Scheme has become effective.

## **GENERAL**

For further information in respect of the timetable of the Scheme, please refer to the remaining expected events and the corresponding dates and times in the section headed “Expected Timetable” in the Results Announcement.

## **WARNINGS**

CMC Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. CMC Shareholders and potential investors should therefore exercise caution when dealing in the securities of CMC. Persons who are in doubt as to the action they should take should consult their licensed securities dealer or registered institution in securities, bank manager, solicitor or other professional advisers.

The Offeror hereby remind its associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of CMC.

By Order of the Board of  
**Aluminum Corporation of  
China Overseas Holdings Limited**  
**Ge Honglin**  
*Director*

By Order of the Board of  
**Chinalco Mining  
Corporation International**  
**Liu Jianping**  
*Chairman*

Hong Kong, 13 March 2017

*As at the date of this announcement, the directors of the Offeror are Mr. Ge Honglin, Mr. Liu Caiming, Mr. Wang Jun, Mr. Cai Chun and Ms. Yu Weihong.*

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to CMC Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by CMC Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the directors of Chinalco are Mr. Ge Honglin, Mr. Yu Dehui, Mr. Zhang Fusheng, Mr. Sun Youqi, Ms. Zhang Xiaolu, Mr. Zhao Xiaogang and Mr. Yuan Li. The directors of Chinalco accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to CMC Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by CMC Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement (other than that relating to CMC Group) misleading.*

*As at the date of this announcement, the executive directors of CMC are Mr. Liu Yuewei and Mr. Gao Lidong, the non-executive directors of CMC are Mr. Liu Jianping (Chairman), Mr. Luan Shuwei, Dr. Liu Hongjun and Dr. Wang Dongbo, and the independent non-executive directors of CMC are Mr. Scott McKee Hand, Mr. Ronald Ashley Hall, Mr. Lai Yat Kwong Fred and Mr. Francisco Augusto Baertl Montori.*

*The directors of CMC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to CMC Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement by CMC Group have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*