



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

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

(Stock Code: 2600)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Special General Meeting or SGM**”) of Aluminum Corporation of China Limited (the “**Company**”) will be held at the Company’s conference room at 29th Floor, No. 62 North Xizhimen Street, Haidian District, Beijing, the People’s Republic of China on Friday, 12 October 2007 at 2:00 p.m. for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolutions. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 27 August 2007 relating to, among other things, the merger of Baotou Aluminium Co., Ltd. with the Company (the “**Baotou Merger Circular**”) and the circular of the Company dated 27 August 2007 relating to, among other things, the proposed revisions of the annual limits for the transactions under the Mutual Supply Agreement (the “**Continuing Connected Transactions Circular**”):

SPECIAL RESOLUTIONS

1. “**THAT** the following resolutions relating to the merger of Baotou Aluminum with the Company by way of the proposed share exchange (as set out below) be authorised and approved:
 - (1) Baotou Aluminum be merged with the Company and for such purpose, the Company be authorised to issue 637,880,000 ordinary shares of RMB1.00 each (“**Chalco A Shares**”), such Chalco A Shares to be listed on the Shanghai Stock Exchange, to exchange for 431,000,000 Baotou Shares at the rate set out in sub-paragraph 2 below;
 - (2) The exchange of Chalco A Shares for Baotou Shares shall be at the rate of 1.48 Chalco A Shares for 1 Baotou Share;
 - (3) The terms and conditions of the Merger Agreement dated 20 July 2007 between the Company and Baotou Aluminum as referred to in the Baotou Merger Circular and the Merger Proposal as referred to in the Baotou Merger Circular be approved, ratified and confirmed and the directors of the Company (the “**Directors**”) be and are hereby authorized to implement the transactions under the Merger Agreement and the Merger Proposal; and
 - (4) Upon implementation of the Merger Agreement and the Merger Proposal, the connected transaction which will be constituted by the Share Exchange with Baotou Group and Guiyang Aluminum, which are non-wholly owned subsidiaries of Aluminum Corporation of China (“**Chinalco**”), a connected person of the Company, be and are hereby approved and confirmed.”
2. “**THAT** (a) subject to the passing of resolution no. 1 above and the passing of the resolutions proposed at the respective class meetings of the holders of H Shares and the holders of A Shares and (b) subject further to the issue of the Chalco A Shares as referred to in resolution no.1 above, the articles of association of the Company be amended to reflect the changes in the total number of issued shares and the share capital structure of the Company after the issue of Chalco A shares to implement the Merger Proposal.”
3. “**THAT** the proposed amendment to article 99 of the articles of association of the Company as set out in the Continuing Connected Transactions Circular be and hereby generally and unconditionally approved.”

ORDINARY RESOLUTIONS

4. “**THAT** Chinalco and the parties acting in concert with it be exempted from making a general offer for the Shares pursuant to the relevant laws and regulations of the PRC.”
5. “**THAT** subject to the passing of resolution no. 1 above and the passing of the resolutions proposed at the respective class meetings of the holders of H Shares and the holders of A Shares, the Board (or an executive committee of directors as may be appointed by the Board) be authorised to implement the Merger Proposal and the matters contemplated thereunder from the date of passing this resolution.”
6. “**THAT** the annual limits for the transactions under the Mutual Supply Agreement for the three financial years ending 31 December 2009 be revised as set out in the Continuing Connected Transactions Circular and the Board be and hereby authorised to take such actions as are necessary to implement such revisions.”
7. “**THAT** to consider and approve an interim dividend of RMB0.137 (tax inclusive) per ordinary share of the Company totaling the sum of approximately RMB1,765 million in respect of the six months ended 30 June 2007.”
8. “**THAT** to consider and approve a special dividend of RMB0.013 (tax inclusive) per ordinary share of the Company totaling the sum of approximately RMB168 million out of the retained earnings of Lanzhou Aluminum and Shandong Aluminum for the year ended 31 December 2006.”

By order of the Board of Directors of
Aluminum Corporation of China Limited
Xiao Yaqing
Chairman

27 August 2007
Beijing, the PRC

As at the date of this announcement, the members of the Board comprise Mr. Xiao Yaqing, Mr. Luo Jianchua, Mr. Chen Jihua and Mr. Liu Xiangmin (Executive Directors); Mr. Helmut Wieser and Mr. Shi Chungui (Non-executive Directors); Mr. Poon Yiu Kin, Samuel, Mr. Kang Yi and Mr. Zhang Zhuoyuan (Independent Non-executive Directors).

Notes:

- (a) The H share register of members of the Company will be closed from Wednesday, 12 September 2007 to Thursday, 11 October 2007 (both days inclusive), during which period no transfer of H Shares will be effected. Holders of H Shares whose names appear on the Company’s H share register of members at close of business on Tuesday, 11 September 2007, are entitled to attend and vote at the SGM and be entitled to receive the proposed interim dividend and the proposed special dividend after completing the registration procedures for attending the meeting.

Where applicable, purchasers of H Shares intending to attend the Class Meeting of holders of H shares are therefore required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to the Company’s Share registrar, Hong Kong Registrars Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wancha, Hong Kong, by no later than 4:00 p.m. on Tuesday, 11 September 2007.
- (b) Shareholders who intend to attend the SGM must complete the reply slip for attending the SGM and return them to the Office of the Secretary to the Board of Directors of the Company not later than 20 days before the date of the SGM, i.e. Friday, 21 September 2007. Details of the Secretary Office to the Board of Directors of the Company are as follows:

No. 62 North Xizhimen Street
Haidian District
Beijing
PRC
Postal code: 100082
Tel: 86-10-8229 8150, 8229 8162
Fax: 86-10-8229 8158



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- (c) Each shareholder who has the right to attend and vote at the SGM is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the SGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.
- (d) The instrument appointing a proxy must be in writing under the hand of the appointer or his attorney duly authorised in writing. If that instrument is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified.
- (e) To be valid, for holders of H shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share Registrar, Hong Kong Registrars Limited, not less than 24 hours before the time for holding the SGM in order for such document to be valid.
- (f) To be valid, for holders of A Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Secretary Office of the Board, the address of which is set out in note (b) above, not less than 24 hours before the time for holding the SGM in order for such document to be valid.
- (g) If a proxy attends the SGM on behalf of a shareholder, he should produce his ID card and the instrument signed by the proxy or his legal representative, and specifying the date of its issuance. If a legal person shareholder appoints a corporate representative to attend the SGM, such representative should produce his/her ID card and the notarized copy of the resolution passed by the Board of Directors or other authorities or other notarized copy of the licence issued by such legal person shareholder.
- (h) The SGM is expected to last for half a day. Shareholders attending the SGM are responsible for their own transportation and accommodation expenses.
- (i) Chinalco and its associates will abstain from voting in respect of Resolution Nos. 1, 2, 4, 5 and 6.

The address of Hong Kong Registrars Limited is as follows:

46/F, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

* *For identification purpose only*