

ALUMINUM CORP OF CHINA LTD
Form 6-K
March 02, 2015

1934 ACT FILE NO. 001-15264

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of March 2015

Aluminum Corporation of China Limited

(Translation of Registrant's name into English)

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

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in papers as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in papers as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
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by way of agreement. According to the relevant materials submitted by Geo-Jade Petroleum as the transferee required in the public invitation, Geo-Jade Petroleum proposes to acquire the 100,000,000 shares of Jiaozuo Wanfang held by the Company (representing 8.3136% of the total share capital of Jiaozuo Wanfang as at the date of this announcement) (the "**Proposed Share Transfer**") at a transfer price of RMB10.03 per share. After reviewing the materials submitted by Geo-Jade Petroleum, the Company is of the view that Geo-Jade Petroleum complies with the requirements as set out in the announcement on the public invitation.

Geo-Jade Petroleum was established in August 1984. Its shares were listed on the Shanghai Stock Exchange on 8 October 1996. To the best knowledge and belief of each of the directors of the Company, having made all reasonable enquiries, Geo-Jade Petroleum and its ultimate beneficial owner are independent third parties to the Company and its connected persons.

On 2 March 2015, the Company and Geo-Jade Petroleum entered into a share transfer agreement (the "**Agreement**") in respect of the Proposed Share Transfer, pursuant to which, the Company agreed to transfer and Geo-Jade Petroleum agreed to acquire 100,000,000 shares of Jiaozuo Wanfang held by the Company, representing 8.3136% of the total share capital of Jiaozuo Wanfang as at the date of this announcement, at a consideration of RMB 1,003,000,000 (the "**Total Consideration**") to be satisfied in two instalments by cash. Among which, 30% of the Total Consideration will be paid as the deposit within five working days from the date of signing the Agreement. Upon the approval on the Proposed Share Transfer by the State-owned Assets Supervision and Administration Commission of the State Council ("**SASAC**"), the aforesaid deposit will be regarded as the initial instalment, while the remaining part of the Total Consideration will be settled by Geo-Jade Petroleum.

Pursuant to relevant laws and regulations of the PRC, the share transfer is subject to the approval of SASAC.

As certain applicable percentage ratios in respect of the Proposed Share Transfer are less than 5% under the Listing Rules, the Proposed Share Transfer is exempt from the reporting and announcement requirements under Chapter 14 of the Listing Rules.

By Order of the Board
Aluminum Corporation of China
Limited*
Xu Bo
Company Secretary

Beijing, the PRC
2 March 2015

As at the date of this announcement, the members of the board of directors comprise Mr. Ge Honglin, Mr. Luo Jianchuan, Mr. Liu Xiangmin and Mr. Jiang Yinggang (Executive Directors); Mr. Liu Caiming and Mr. Wang Jun (Non-executive Directors); Mr. Ma Si-hang, Frederick, Mr. Wu Zhenfang and Ms. Chen Lijie (Independent Non-executive Directors).

* For identification purposes only

About the Company

Our contact information of this release is:

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- * Website: <http://www.chalco.com.cn>
- * Contact person: Xu Bo, Company Secretary