

ALUMINUM CORP OF CHINA LTD
Form 20-F
April 24, 2019

As filed with Securities and Exchange Commission on April 24, 2019

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,
2018**

**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**

Date of event requiring this shell company
report _____

**For the transition period from _____
to _____**

Commission file number 001-15264

(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)

Lu Dongliang

No. 62 North Xizhimen Street, Haidian
District, Beijing

People's Republic of China (100082)

(86) 10 8229 8322

ir@chalco.com.cn
(Name, Telephone, Email 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
Name of each exchange on which registered
each
class
American
New York Stock Exchange, Inc.
Shares*
Class
H
Ordinary
Shares**

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*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 the close of the period covered by the annual report.

As of December 31, 2018:

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 every Interactive Data File required to be submitted 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 such files). Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

†The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

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

(APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

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Forward-Looking Statements

Certain information contained in this annual report, which does not relate to historical 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 developments;

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;

our proposed asset restructuring;

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**,” “**our Group**,” “**we**,” “**our**” and “**us**” refer to Aluminum Corporation of China Limited and its subsidiaries and, where appropriate, to its predecessors;

“**A Share(s)**” and “**domestic share(s)**” refer to our domestic ordinary share(s), with a par value of RMB1.00 each, which are listed on the Shanghai Stock Exchange;

“**ADR(s)**” refers to the American Depositary Receipt(s);

“**ADS(s)**” refers to the American Depositary Share(s);

“**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;

“**Australian dollar**” 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 Aluminum Group**” refers to Baotou Aluminum (Group) Co., Ltd., a subsidiary of Chinalco;

“**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;

“**Boffa Project**” refers to the project to develop and operate a bauxite mine located in Boffa, Guinea, in accordance with a mining convention entered into by Chalco Hong Kong, Chalco Guinea Company S.A. and the Guinean government on June 8, 2018;

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

“**Chinalco Assets**” refers to Chinalco Assets Operation and Management Co., Ltd., a wholly-owned subsidiary of Chinalco;

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

“**Chalco Logistics**” refers to Chalco Logistics Group Co., Ltd., our wholly-owned subsidiary established under the PRC law;

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

“**Chalco Shanghai**” or “**Chinalco Shanghai**” refers to Chalco Shanghai Company Limited, our wholly-owned subsidiary established under the PRC law;

“**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;

“**Chalco Trading**” 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;

“**China**” and the “**PRC**” refer 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;

“**China Copper**” refers to China Copper Co., Ltd., a wholly-owned subsidiary of Chinalco;

“**China United Assets Appraisal**” refers to China United Assets Appraisal Group Co., Ltd., a PRC qualified valuer;

“**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 13th Five-Year Plan for National Economic and Social Development laid out in 2016, in accordance with which China expects to, by the end of 2020, reduce its per unit GDP energy consumption by 15% compared with the 2015 level;

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

“**Euro**” refers to the lawful currency of the Eurozone;

“**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;

“**GNF**” refers to Guinea franc, the lawful currency of the Republic of Guinea;

“**Guangxi Investment**” refers to Guangxi Investment (Group) Co., Ltd., formerly known as Guangxi Development and Investment Co., Ltd., a PRC state-owned enterprise;

“**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 Huaren**” refers to Guizhou Huaren New Materials Co., Ltd., 40% 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;

“**H Share(s)**” refers to overseas listed foreign share(s) with a par value of 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;

“**HK\$**” 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;

“**Inner Mongolia Huayun**” refers to Inner Mongolia Huayun New Materials Co., Ltd., 50% of the equity interest of which is owned by Baotou Aluminum;

“**IRS**” refers to Internal Revenue Service of the United States federal government;

“**Japanese Yen**” refers to the lawful currency of Japan;

“**Jiaozuo Wanfang**” refers to Jiaozuo Wanfang Aluminum Manufacturing Co. Ltd.;

“**Ka**” refers to kiloamperes, a unit for measuring the strength of an electric current, with one kiloampere equaling 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., our wholly-owned subsidiary since January 2019, which was previously our wholly-owned branch, Lanzhou branch;

“**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;

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

“**MOF**” refers to Ministry of Finance of the PRC;

“**Nanchu**” refers to ENanchu (<http://www.enanchu.com/>), a nonferrous metal-related portal site in PRC;

“**NDRC**” refers to China National Development and Reform Commission;

“**Ningxia Energy**” refers to China Aluminum Ningxia Energy Group Co., Ltd., formerly known as Ningxia Electric Power Group Co., Ltd., before 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**” and “**New York Stock Exchange**” refer 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;

“**PBOC**” refers to People’s Bank of China;

“**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. In December 2017, we acquired 100% of the equity interest in Qingdao Light Metal through Chalco Shandong at a consideration of RMB300.4 million to further our prospective strategic layout on secondary aluminum;

“**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;

“**RMB**” and “**Renminbi**” refer to the lawful currency of the PRC;

“**SAT**” refers State Administration of Taxation of the PRC;

“**SAFE**” refers to State Administration of Foreign Exchange 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 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., a wholly-owned subsidiary established under the PRC law.

“**Shanxi New Material**” or “**Shanxi Huaze**” refers to Chalco Shanxi New Material Co., Ltd., formerly known as Shanxi Huaze Aluminum and Power Co., Limited, 85.98% of the equity interest of which is owned by us;

“**Shanxi Other Mines**” refers to the eight mines to which we entrusted another party to conduct mining activities, including Changjialing mine (with Shangtan mine consolidated), Guxian mine (with Jindui mine consolidated), Loufan mine (with Shicao mine consolidated), Nanpo mine, Xishan mine, Yangjiashan mine, Niucaogou mine and Xiwupu mine in Shanxi Province;

“**Shanxi Zhongrun**” refers to Shanxi China Huarun Co., Ltd., 40% of the equity interest of which is owned by us;

“**SHFE**” refers to the Shanghai Futures Exchange;

“**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**” and “**U.S. dollars**” refer to the lawful currency of the United States;

“**Xinghua Technology**” refers to Chinalco Shanxi Jiaokou Xinghua Technology Ltd., 66% of the equity interest of which is owned by us;

“**Yangtze**” refers to the Shanghai Changjiang Nonferrous Metals Spot Market;

“**Yunnan SASAC**” refers to the State-owned Assets Supervision and Administration Commission of Yunnan Provincial People’s Government;

“**Zhangze Electric Power**” refers to Shanxi Zhangze Electric Power Co., Ltd., which owns 14.02% of equity interest in Shanxi New Material;

“**Zhengzhou Institute**” refers to Chalco Zhengzhou Research Institute of Non-ferrous Metal Co., Ltd., our wholly-owned subsidiary, which primarily provides research and development services;

“**Zhongzhou Aluminum**” refers to Chalco Zhongzhou Aluminum Co., Ltd., our wholly-owned subsidiary established under the PRC law;

“**Zunyi Alumina**” refers to Chalco Zunyi Alumina Co., Ltd., which was merged into Zunyi Aluminum in June 2018; and

“**Zunyi Aluminum**” refers to Zunyi Aluminum Co., Ltd., 67.445% 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 RMB6.8755 to US\$1.00, the exchange rate as set forth in the H.10 statistical release of the Federal Reserve Board for December 31, 2018. 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.

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 Advisors

Not applicable.

Item 2. Offer Statistics and Expected Timetable

Not applicable.

Item 3. Key Information

A. Selected Financial Data

Historical Financial Information

The following table presents our selected financial data. The selected consolidated statements of financial position data as of December 31, 2017 and 2018, and the selected consolidated statements of comprehensive income (except for earnings per ADS) and consolidated cash flow data for the years ended December 31, 2016, 2017 and 2018, are derived from our audited consolidated financial statements included elsewhere in this annual report, and should be read in conjunction with those consolidated financial statements. The selected consolidated statements of financial position data as of December 31, 2014, 2015 and 2016 and the selected consolidated statements of comprehensive income (except for earnings per ADS) and consolidated cash flow data for the years ended December 31, 2014 and 2015 are derived from our consolidated financial statements which are not included in this annual report. Our consolidated financial statements are prepared in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board.

As the business combination under common control incurred in the years ended December 31, 2015, 2016, 2017 and 2018, the comparative financial data for the years ended December 31, 2014, 2015, 2016 and 2017 are revised to reflect the business combination under common control.

For the Year Ended December 31,	2015	2016	2017	2018	2018
2014					

RMB

RMB RMB RMB RMB US\$

(in thousands, except per share and per ADS data)

Consolidated Statements of Comprehensive Income Data

Revenue 142,419,555