ALUMINUM CORP OF CHINA LTD
Form 20-F/A
June 04, 2018

As filed with Securities and Exchange Commission on June 4, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F/A

(Amendment No.1)

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, 2017
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)

Yu Dehui

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 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.

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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, 2017:

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, a non-accelerated filer, or an emerging growth company. See the 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 __

Explanatory Note

This Amendment No. 1 to Annual Report on Form 20-F/A ("Form 20-F/A") is being filed by Aluminum Corporation of China Limited (the "Registrant") as an amendment to the Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2017 ("Form 20-F"), filed with the U.S. Securities and Exchange Commission ("SEC") on April 19, 2018.

Pursuant to Rule 3-09 of SEC Regulation S-X, the Registrant is filing this Form 20-F/A to include the financial statements of the Registrant’s 33%-owned unconsolidated company, Guangxi Hua Yin Aluminum Co., Ltd., for the years ended December 31, 2015, 2016 and 2017 and as of December 31, 2015, 2016 and 2017. The unaudited consolidated financial statements for the fiscal years ended December 31, 2015 and 2016, and the audited consolidated financial statements for the fiscal year ended December 31, 2017 of this unconsolidated company are included in this Form 20-F/A under Item 18. This Form 20-F/A is also updating the exhibit list under Item 19 and including as exhibits certifications of the Registrant’s Chief Executive Officer and Chief Financial Officer.

This Form 20-F/A makes no other changes to the Form 20-F of the Registrant. Other than what is stated above, this Form 20-F/A does not in any way modify or update any other disclosures in, or amend, update or restate the information in any other part of, the Form 20-F as originally filed on April 19, 2018 (including without limitation the financial statements originally provided under Item 18 in the Form 20-F). This Form 20-F/A does not reflect events

occurring after the original filing of the Form 20-F on April 19, 2018 and should be read in conjunction with the originally filed Form 20-F, as well as the Registrant's filings with the SEC subsequent to the original filing of the Form 20-F.

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PART III

Item 18. Financial Statements

Pursuant to Rule 3-09 of SEC Regulation S-X, we are filing this Form 20-F/A to include the financial statements of our 33%-owned unconsolidated company, Guangxi Hua Yin Aluminum Co., Ltd., for the years ended December 31, 2015, 2016 and 2017 and as of December 31, 2015, 2016 and 2017. The unaudited consolidated financial statements for the fiscal years ended December 31, 2015 and 2016, and the audited consolidated financial statements for the fiscal year ended December 31, 2017 of this unconsolidated company are included in this Form 20-F/A in Exhibit 15.2, which is incorporated by reference in this Item 18.

Item 19. Exhibits

Exhibit Number	**Description**
1.1†	English translation of Amended 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, 2017
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 (incorporated by reference to Exhibit 15.1 of our annual report on Form 20-F (File No. 001-15264) filed with the Securities and Exchange Commission on April 15, 2016)
15.2*	Consolidated Financial Statements of Guangxi Hua Yin Aluminum Co., Ltd. as of and for the Fiscal Year ended December 31, 2017
101.INS†	XBRL Instance Document
101.SCH†	XBRL Taxonomy Extension Schema Document
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document
101.PRE†	XBRL Taxonomy Extension Presentation Linkbase Document

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† Filed on April 19, 2018

* Filed herewith

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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 Amendment No. 1 on Form 20-F/A on its behalf.

ALUMINUM CORPORATION OF CHINA LIMITED

By: /s/ Yu Dehui
Name: Yu Dehui
Title: Executive Director and Chairman of the Board
Date: June 4, 2018