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**UNITED COMPANY RUSAL PLC**  
*(Incorporated under the laws of Jersey with limited liability)*  
**(Stock Code: 486)**

**CONTINUING CONNECTED TRANSACTIONS**

Reference is made to the announcements of the Company dated 28 March 2011 and 17 May 2011 in relation to the Previous Transportation Contracts. The Board announces that on 24 June 2011, in their usual and ordinary course of business, RUSAL Achinsk OJSC has entered into a contract with KraMZ-Auto pursuant to which KraMZ-Auto provides transportation services to transport personnel for RUSAL Achinsk OJSC.

KraMZ-Auto is an indirect subsidiary of En+, a controlling shareholder of the Company. KraMZ-Auto is therefore an associate of En+ which is a substantial shareholder of the Company and therefore KraMZ-Auto is a connected person of the Company under the Listing Rules.

Accordingly, each of the transactions contemplated under the Achinsk Transportation Contract constitutes a continuing connected transaction of the Company.

Pursuant to Rule 14A.25 of the Listing Rules, the Achinsk Transportation Contract is required to be aggregated with the Previous Transportation Contracts as they are each entered into by the Group with the associates of En+ and the subject matter of each contract relates to the provision of transportation services by the associates of En+ to the Group.

The annual aggregate transaction amount for the financial year ending 31 December 2011 of the continuing connected transactions under the Transportation Contracts is expected to be more than 0.1% but less than 5% under the revenue ratio while the other percentage ratios (other than the profits ratio) are expected to be less than 0.1%.

Accordingly, pursuant to Rule 14A.34 of the Listing Rules, the transactions contemplated under the Transportation Contracts are only subject to the reporting and announcement requirements set out in Rules 14A.45 to 14A.47, the annual review requirements set out in Rules 14A.37 to 14A.40 and the requirements set out in Rules 14A.35(1) and 14A.35(2) of the Listing Rules. These transactions are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **TRANSPORTATION CONTRACTS**

Reference is made to the announcements of the Company dated 28 March 2011 and 17 May 2011 in relation to the Previous Transportation Contracts. The Board announces that on 24 June 2011, in their usual and ordinary course of business, RUSAL Achinsk OJSC has entered into a contract with KraMZ-Auto pursuant to which KraMZ-Auto provides transportation services to transport personnel for RUSAL Achinsk OJSC (the “**Achinsk Transportation Contract**”).

The Achinsk Transportation Contract is for a term from 1 July 2011 to 31 December 2013. The estimated transaction amount (excluding VAT) under the Achinsk Transportation Contract for each of the three financial years ending 31 December 2013 is USD74,180.82, USD141,514.17 and USD141,514.17 respectively. The consideration is to be paid in cash via wire transfer within 10 working days after the receipt of invoice.

## **THE AGGREGATION APPROACH AND THE ANNUAL AGGREGATE TRANSACTION AMOUNTS**

Pursuant to Rule 14A.25 of the Listing Rules, the Achinsk Transportation Contract is required to be aggregated with the Previous Transportation Contracts as they are each entered into by the Group with the associates of En+ and the subject matter of each contract relates to the provision of transportation services by the associates of En+ to the Group.

The annual aggregate transaction amount that is payable by the Group to the associates of En+ under the Transportation Contracts for the financial year ending 31 December 2011 is estimated to be up to USD12.51 million. This annual aggregate transaction amount for the financial year ending 31 December 2011 is estimated by the Directors based on the need for transportation services by the Group, the total contract price and the historical figure for the year ended 31 December 2010 under the Transportation Contracts.

## **REASONS FOR AND BENEFITS OF THE TRANSACTIONS**

The Achinsk Transportation Contract is entered into for the purpose of transporting the personnel of RUSAL Achinsk OJSC. The Company considers that the transactions contemplated under the Achinsk Transportation Contract are for the benefit of the Company as the services provided are required in the production programmes of the Group.

The Achinsk Transportation Contract is on arm's length commercial terms. The consideration payable under the Achinsk Transportation Contract has been determined with reference to the market price and on terms no less favourable than those prevailing in the Russian market for transportation services of the same type and quality as those offered by KraMZ-Auto to independent third parties.

The Directors (including the independent non-executive Directors) consider that the Achinsk Transportation Contract is on normal commercial terms which are fair and reasonable and the transactions contemplated under the Achinsk Transportation Contract are in the ordinary and usual course of business of the Group and in the interests of the Company and its shareholders as a whole.

None of the Directors has a material interest in the transactions contemplated by the Achinsk Transportation Contract save for Mr. Oleg Deripaska who is beneficially interested in more than 50% of the share capital of En+. Accordingly, Mr. Oleg Deripaska has abstained from voting on the Board resolutions for approving the Achinsk Transportation Contract.

## **LISTING RULES IMPLICATIONS**

KraMZ-Auto is an indirect subsidiary of En+, a controlling shareholder of the Company. KraMZ-Auto is therefore an associate of En+ which is a substantial shareholder of the Company and therefore KraMZ-Auto is a connected person of the Company under the Listing Rules. Accordingly, the transactions contemplated under the Achinsk Transportation Contract constitutes a continuing connected transaction of the Company.

The respective annual aggregate transaction amount for the financial year ending 31 December 2011 of the continuing connected transactions under each of the Transportation Contracts is individually de-minimis, but when aggregated together with one another, is more than 0.1% but less than 5% under the revenue ratio while the other applicable percentage ratios are less than 0.1%. Accordingly, pursuant to Rule 14A.34 of the Listing Rules, the transactions contemplated under the Transportation Contracts are only subject to the reporting and announcement

requirements set out in Rules 14A.45 to 14A.47, the annual review requirements set out in Rules 14A.37 to 14A.40 and the requirements set out in Rules 14A.35(1) and 14A.35(2) of the Listing Rules. These transactions are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Information on the Transportation Contracts will be included in the next annual report and accounts of the Company in accordance with Rule 14A.46 of the Listing Rules.

The respective annual aggregate transaction amount for the financial years ending 31 December 2012 and 31 December 2013 of the continuing connected transactions under the Achinsk Transportation Contract is de minimis and is therefore exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY AND KRAMZ-AUTO**

The Company is principally engaged in the production of aluminium and alumina. The Company's assets include bauxite and nepheline ore mines, alumina refineries, aluminium smelters, casthouse business for alloys production, aluminium foil mills and production of aluminium packaging materials as well as power-generating assets. Spread across 19 countries in 5 continents, the operations and offices of the Company employ over 75,000 people.

KraMZ-Auto is principally engaged in the provision of transportation services.

## **DEFINITIONS**

In this announcement, the following expressions have the following meanings, unless the context otherwise requires:

“Achinsk Transportation Contract”	the contract dated 24 June 2011 entered into between RUSAL Achinsk OJSC and KraMZ-Auto pursuant to which KraMZ-Auto provides transportation services to transport personnel for RUSAL Achinsk OJSC for a term from 1 July 2011 to 31 December 2013
“associate”	has the same meaning ascribed to it under the Listing Rules.
“Board”	the board of Directors of the Company.

“Company”	United Company RUSAL Plc, a limited liability company incorporated in Jersey, the shares of which are listed on the main board of the Stock Exchange.
“connected person”	has the same meaning ascribed to it under the Listing Rules.
“continuing connected transaction”	has the same meaning ascribed to it under the Listing Rules.
“Director(s)”	the director(s) of the Company.
“En+”	En+ Group Limited, a company incorporated in Jersey, a substantial shareholder of the Company.
“Group”	the Company and its subsidiaries.
“KraMZ-Auto”	KraMZ-Auto LLC, an indirect subsidiary of En+.
“Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange.
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules.
“Previous Transportation Contracts”	(i) the contracts between certain Group companies and KraMZ-Auto, pursuant to which KraMZ-Auto provides various transportation services to transport assets and personnel for such Group companies, details of which have been disclosed in the announcement of the Company dated 28 March 2011; and (ii) the contract dated 16 May 2011 between RUSAL Taishet Aluminium Smelter and Limited Liability Company “Stroyservice” pursuant to which Limited Liability Company “Stroyservice” provides transportation services to RUSAL Taishet Aluminium Smelter, details of which have been disclosed in the announcement of the Company dated 17 May 2011.
“revenue ratio”	has the same meaning ascribed to it under Rule 14.07 of the Listing Rules.
”subsidiary”	has the same meaning ascribed to it under the Listing Rules.
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

“substantial shareholder”	has the same meaning ascribed to it under the Listing Rules.
“Transportation Contracts”	The Previous Transportation Contracts and the Achinsk Transportation Contract.
“USD”	United States dollars, the lawful currency of the United States of America.

By Order of the Board of Directors of  
**United Company RUSAL Plc**  
**Tatiana Soina**  
*Director*

27 June 2011

*As at the date of this announcement, our executive directors are Mr. Oleg Deripaska, Mr. Vladislav Soloviev, Mr. Petr Sinshinov, Ms. Tatiana Soina, Mr. Alexander Livshits and Ms. Vera Kurochkina, our non-executive directors are Mr. Victor Vekselberg (Chairman), Mr. Dmitry Afanasiev, Mr. Len Blavatnik, Mr. Ivan Glasenberg, Mr. Alexander Popov, Mr. Dmitry Razumov, Mr. Anatoly Tikhonov and Mr. Artem Volynets, and our independent non-executive directors are Dr. Peter Nigel Kenny, Mr. Philip Lader, Mr. Barry Cheung Chun-Yuen and Ms. Elsie Leung Oi-sie.*

*All announcements and press releases published by the Company are available on its website under the links [http://www.rusal.ru/en/stock\\_fillings.aspx](http://www.rusal.ru/en/stock_fillings.aspx) and <http://www.rusal.ru/en/press-center.aspx>, respectively.*