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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 Company's announcements dated 27 September 2011 and 8 December 2011 in relation to various construction contracts which constitute continuing connected transactions of the Company. The Company would like to provide updated information in relation to the construction contracts.

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### **STROYSERVICE CONSTRUCTION CONTRACT**

The Company announces that, on 19 April 2012, Open Joint Stock Company "RUSAL Sayanogorsk Aluminium Smelter" ("**Sayanogorsk Smelter**"), being a subsidiary of the Company, as the customer, and Limited Liability Company Stroyservice ("**Stroyservice**"), being an associate of Mr. Deripaska, as the contractor, entered into a contract for the construction and installation works to be provided to Sayanogorsk Smelter with an estimated transaction amount for the year ending 31 December 2012 of up to USD0.36 million and the scheduled termination date of such contract is 31 December 2012 (the "**Stroyservice Construction Contract**"). The consideration is to be paid in cash via bank transfer and with 30 days after receipt of invoice upon completion of the works.

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

Pursuant to Rule 14A.25 of the Listing Rules, the Stroyservice Construction Contract and the Previously Disclosed Construction Contracts are required to be aggregated as they are each entered into by a member of the Group with an associate of Mr. Deripaska, the chief executive officer and an executive Director of the Company, and the subject matter of each contract relates to construction services to be provided by associates of Mr. Deripaska.

The annual aggregate transaction amounts that are payable by the Group to Mr. Deripaska's associates under the Stroyservice Construction Contract and the Previously Disclosed Construction Contracts for the financial year ending 31 December 2012 are contemplated to be up to USD31.43 million. Such annual aggregate transaction amounts are estimated based on the total contract price and the demand of the Group for construction services.

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

The Stroyservice Construction Contract is entered into for the provision of the construction and assembly operations at the construction sites of Sayanogorsk Smelter. The Company believes that the entry into these contracts is for the benefit of the Company as it can be assured of construction and installation works performed by qualified contractors and at competitive price.

The consideration payable under the Stroyservice Construction Contract has been determined with reference to the market price and on terms no less favourable than those prevailing in the Russian market for the provision of construction and installation works of the same type and quality as those offered by Stroyservice to independent third parties.

The Directors (including the independent non-executive Directors) consider that the Stroyservice Construction Contract is on normal commercial terms which are fair and reasonable and the transactions contemplated under the Stroyservice Construction 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 have a material interest in the transactions contemplated by the Stroyservice Construction Contract save for Mr. Deripaska who is indirectly beneficially interested in more than 30% of the issued share capital of Stroyservice. Accordingly, Mr. Deripaska did not vote on the board resolutions to approve the Stroyservice Construction Contract.

## **LISTING RULES IMPLICATIONS**

Mr. Deripaska is indirectly beneficially interested in more than 30% of Stroyservice. Stroyservice is therefore an associate of Mr. Deripaska, the chief executive officer and an executive Director of the Company. On this basis, Stroyservice is a connected person of the Company under the Listing Rules. Accordingly, the transactions contemplated under the Stroyservice Construction Contract constitute continuing connected transactions of the Company under the Listing Rules.

The annual aggregate transaction amount of the continuing connected transactions under the Stroyservice Construction Contract and the Previously Disclosed Construction Contracts for the financial year ending 31 December 2012 is expected to be more than 0.1% but less than 5% under the applicable percentage ratios (other than the profits ratio). Accordingly, pursuant to Rule 14A.34 of the Listing Rules, the transactions contemplated under the Stroyservice Construction Contract and the Previously Disclosed Construction 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 Stroyservice Construction Contract and the Previously Disclosed Construction Contracts will be included in the next annual report and accounts of the Company in accordance with Rule 14A.46 of the Listing Rules where appropriate.

## **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY AND STROYSERVICE**

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 72,000 people.

Stroyservice is principally engaged in the construction, repairing and in the provision of transportation services.

## DEFINITIONS

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

“associate”	has the same meaning ascribed to it under the Listing Rules.
“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.
“Group”	the Company and its subsidiaries.
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange.
“Mr. Deripaska”	Mr. Oleg Deripaska, the chief executive officer and an executive Director of the Company.
“percentage ratios”	the percentage ratios under Rule 14.07 of the Listing Rules.
“Previously Disclosed Construction Contracts”	the contracts between members of the Group and the associates of Mr. Deripaska as disclosed in the Company’s announcements dated 27 September 2011 and 8 December 2011 in relation to the provision of construction services to members of the Group.
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.
“subsidiary”	has the same meaning ascribed to it under the Listing Rules.

“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**  
**Vladislav Soloviev**  
*Director*

20 April 2012

*As at the date of this announcement, the executive Directors are Mr. Oleg Deripaska, Mr. Vladislav Soloviev, Mr. Alexander Livshits, Ms. Vera Kurochkina, Mr. Maxim Sokov and Mr. Petr Sinshinov, the non-executive Directors are Mr. Maksim Goldman, Mr. Dmitry Afanasiev, Mr. Len Blavatnik, Mr. Ivan Glasenberg, Mr. Dmitry Razumov, Mr. Anatoly Tikhonov, Mr. Artem Volynets and Mr. Dmitry Troshenkov, and the independent non-executive Directors are Dr. Peter Nigel Kenny, Mr. Philip Lader, Mr. Barry Cheung Chun-Yuen (Chairman) 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/investors/info.aspx> and <http://www.rusal.ru/en/press-center/press-releases.aspx>, respectively.*