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Sanmenxia Tianyuan Aluminum Company Limited*

三門峽天元鋁業股份有限公司

(A joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8253)

**UPDATES ON WINDING UP PETITIONS
PROPOSED APPOINTMENT OF AUDITORS
AND
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION**

This announcement is made by Sanmenxia Tianyuan Aluminum Company Limited* (the “**Company**”) pursuant to Rules 17.10, 17.27(1)(b), 17.50(1) and 17.50(4) of the GEM Listing Rules, and inside information provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

UPDATES ON WINDING UP PETITIONS

Reference is made to the announcement of the Company dated 29 October 2013 in relation to, among other things, the Second Winding-up Petition (the “**Announcement**”). Terms defined in the Announcement shall have the same meaning when used herein unless otherwise stated.

On 8 January 2014, upon application of the Second Petitioner, the High Court ordered that, among other things, the Second Winding-up Petition be withdrawn. The Second Petitioner made the application as there was duplicate petitions against the Company, i.e., the First Winding-up Petition and the Second Winding-up Petition. The Second Petitioner has filed a notice of intention to support the First Winding-up Petition, which has been adjourned to 29 January 2014.

Further announcements relating to the Winding-up Petitions will be made by the Company as and when appropriate or as required by the applicable rules and regulations.

PROPOSED APPOINTMENT OF AUDITORS

Reference is made to the announcement of the Company dated 7 May 2013 in relation to the resignation of Martin C. K. Pong & Company as auditors of the Company.

The Company announces that the board of directors of the Company (the “Board”) proposed to appoint SHINEWING (HK) CPA Limited (“SHINEWING”) as the international auditors of the Company, with a term expiring upon the next annual general meeting. The engagement of SHINEWING is subject to approval by shareholders of the Company at the extraordinary general meeting of the Company (the “EGM”) to be convened.

PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

The Board will put forward amendments to the articles of association of the Company (the “Articles of Association”) for the Shareholders’ consideration and approval at the EGM. The amendments are proposed for the purpose of reflect the existing shareholding structure of the Company and the intention of the Company to diversify the its business into, among other things, the procurement and sale of alumina.

Set out below are the proposed amendments to the Articles of Association:

(1) The existing Article 2.02 of the Articles of Association reads as follows:

“The scope of business of the Company is based on the items approved by the corporation registration organization.

The scope of business of the Company includes: production and sale of aluminum and aluminum alloy ingot products; undertaking the business of the export of the products produced by the Company; undertaking the business of the import of the raw and ancillary materials, equipment and facilities, instruments, meters and components required for the Company’s production (except commodities and technologies restricted to be undertaken by the Company or prohibited for import and export); undertaking the business of processing with imported materials and processing and compensation trades.”

Article 2.02 will be amended to read as follows:

“The scope of business of the Company is based on the items approved by the corporation registration organization.

The scope of business of the Company includes: production and sale of aluminum and aluminum alloy ingot products; undertaking the business of the export of the products produced by the Company; undertaking the business of the import of the raw and ancillary materials, equipment and facilities, instruments, meters and components required for the Company’s production (except commodities and technologies restricted to be undertaken by the Company or prohibited for import and export); undertaking the business of processing with imported materials and processing and compensation trades; undertaking the business of the procurement and sale of alumina (not relating to import and export business).”

(2) The existing Article 3.06(B) of the Articles of Association reads as follows:

“Now the shareholding structure of the Company is:

(I) Shareholders of domestic shares:

- (1) Tianrui Group Co., Ltd. holds 2,661,799,752 shares, covering about 68.11% in the total equity capital of the Company;
- (2) Jiaozuo Dongxing Carbon Co., Ltd. holds 30,003,062 shares, covering about 0.76% in the total equity capital of the Company;
- (3) Do-Fluoride Chemicals Co., Ltd. holds 8,824,430 shares, covering about 0.23% in the total equity capital of the Company.

(II) The shareholders of overseas listed foreign shares (H shares) hold 1,207,716,860 shares, covering about 30.90% in the total equity capital of the Company.”

Article 3.06(B) will be amended to read as follows:

“Now the shareholding structure of the Company is:

(I) Shareholders of domestic shares:

- (1) Ruzhou Tianrui Industry Company Limited holds 2,661,799,752 shares, covering about 68.11% in the total equity capital of the Company;
- (2) Jiaozuo Dongxing Carbon Co., Ltd. holds 30,003,062 shares, covering about 0.76% in the total equity capital of the Company;
- (3) Do-Fluoride Chemicals Co., Ltd. holds 8,824,430 shares, covering about 0.23% in the total equity capital of the Company.

(II) The shareholders of overseas listed foreign shares (H shares) hold 1,207,716,860 shares, covering about 30.90% in the total equity capital of the Company.”

GENERAL INFORMATION

The proposed appointment of auditors and the proposed amendment of the Articles of Association are subject to the approval of Shareholders at the EGM. A circular containing, among other things, further details of the proposed appointment of auditors and the proposed amendment of the Articles of Association, together with a notice of the EGM to be held to approve the above resolutions, will be dispatched to shareholders of the Company as soon as practicable.

By Order of the Board
Sanmenxia Tianyuan Aluminum Company Limited
Li Zhi Yuan
Chairman

Henan Province, the PRC, 20 January 2014

As of the date of this announcement, the Board comprises:

Executive Directors:

Mr. Li Zhi Yuan (*Chairman*)
Mr. Xiao Chong Xin
Mr. Chen Hong Qing

Non-executive Directors:

Mr. Yan Li Qi
Mr. Ma Yong Zheng
Mr. Jin Ming Jie

Independent Non-executive Director:

Ms. Fan Feng Juan
Mr. Liang Da Zhan
Mr. Liu Li Bun

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page on the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company's website at www.styal.com.cn.

* For identification purpose only.