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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Sanmenxia Tianyuan Aluminum Company Limited (the “Company”) will be held at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the People’s Republic of China (“PRC”) at 2:30 p.m. on 12 March 2014, to consider the following businesses:

As ordinary resolution

1. To consider and, if thought fit, to approve the appointment of SHINEWING (HK) CPA Limited as international auditors of the Company and to authorise the board of directors of the Company (the “Board”) to fix their remuneration.

As special resolution

2. (a) To consider and, if thought fit, to approve the amendments of Articles of Association of the Company as more particularly described in section headed “Letter from the Board — Proposed amendment of articles of association” of the circular of the Company dated 14 February 2014; and

(b) THAT the Board be and is hereby authorized to make such adjustments or other amendments to the Articles of Association of the Company as it considers necessary or otherwise appropriate in connection with the said amendments or as may be required by the relevant regulatory authorities, and to file the amended Articles of Association of the Company with the relevant regulatory authorities for approval, endorsement and/or registration as appropriate,

and to do or authorise doing all such acts, matters and things as it may in its absolute discretion consider necessary, expedient or desirable to give effect to and implement the amendments.”

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

Henan Province, the PRC, 14 February 2014

Notes:

1. The Company’s register of H Share members will be closed from 1 March 2014 to 12 March 2014 (both days inclusive), during which period no transfer of Shares will be registered. Holders of Shares whose names appear on the register of members of the Company at the close of business on 28 February 2014 will be entitled to attend and vote at the EGM. In order to qualify to attend and vote at the EGM, all instruments of transfer must be delivered to the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 28 February 2014.
2. Shareholders who are entitled to attend and vote at the EGM convened by the above notice may appoint one or more proxies in writing to attend and vote at the EGM on their behalf. A proxy need not be a member of the Company.
3. A proxy form for used at the EGM is enclosed. In order to be valid, the proxy form shall be signed by the appointer or his attorney duly authorized in writing or, in case of a legal person, under the company seal or in person by its director or a duly authorized attorney.
4. Proxy forms shall be lodged no later than 24 hours prior to the convening of the EGM. In case of H shares, the proxy forms shall be lodged at Computershare Hong Kong Investor Services Limited, the Company’s H shares registrar, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. In case of domestic shares, the proxy forms shall be lodged at the register address and principal place of business of the Company in the PRC at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the PRC.
5. Shareholders who wish to attend the EGM shall complete and return the reply slip for the EGM no later than 6 March 2014. In case of H shares, the reply slip shall be lodged at Computershare Hong Kong Services Limited, the Company’s H shares registrar, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. In case of domestic shares, the slip shall be lodged at the registered address and principal place of business of the Company in the PRC at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the PRC.
6. Shareholders or proxies attending the EGM shall state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
7. The EGM is expected to last for about half a day. Shareholders or proxies attending the EGM shall be responsible for their own traveling and accommodation expenses.
8. Completion and return of the Proxy Form will not preclude members of the Company from attending and voting in person at the EGM or any adjournment should he so desire.

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.*