

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 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 Tuesday, 17 July 2012, to consider the following resolution:

ORDINARY RESOLUTION

“**THAT** the appointment of Mr. Li Zhiyuan as a non-executive director of the Company be and is hereby approved and the board of directors of the Company be and is hereby authorized to enter into service agreement with Mr. Li Zhiyuan with the terms and conditions which it, in its absolute discretion, may deem appropriate, to fix his remuneration and to do or authorize doing all such acts, matters and things as it may in its absolute discretion consider necessary, expedient or desirable in connection with the appointment.”

By order of the Board
Sanmenxia Tianyuan Aluminum Company Limited*
Tan Yu Zhong
Executive Director

Henan Province, the PRC, 18 June 2012

Notes:

1. The Company's register of H Share members will be closed from 6 July 2012 to 17 July 2012 (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 5 July 2012 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 5 July 2012.
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 11 July 2012. In case of H shares, the reply slip 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 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.

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.
9. The biographical particulars of Mr. Li Zhiyuan are as follows:

Mr. Li Zhiyuan (李志遠), aged 39, graduated from Xi'an Polytechnic University (西安理工大學) with a Master in Business Administration and possesses the qualification of electric engineer (電器工程師). Mr. Li commenced his career at Henan Province Ruzhou Thermal Power Station (河南省汝州市火電廠) in 1995. From 2000 to 2004, Mr. Li served as assistant to general manager and deputy general manager of Baofeng Tianrui Electric Power Company Limited (寶豐天瑞發電有限公司). Since 2004, Mr. Li served various positions in Tianrui Group Company Limited* (天瑞集團有限公司), including secretary to board of directors and office supervisor. From May 2009 to March 2010, Mr. Li was a non-executive director of the Company.

Save as disclosed above, Mr. Li Zhiyuan does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company or their respective associates, and have not held any directorship in any public company in the past 3 years. As at the date of this notice, Mr. Li Zhiyuan does not have any interests and short positions in the shares, debentures or underlying shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance.

Subject to the approval by the shareholders of the Company by way of an ordinary resolution at the EGM, the appointment of Mr. Li Zhiyuan will take effect from the conclusion of the EGM. The Company proposes to enter into a service agreement with Mr. Li Zhiyuan in compliance with the GEM Listing Rules for an initial term of not exceeding three years. It is proposed that Mr. Li Zhiyuan will not receive any remuneration as a non-executive director.

To the best of the Directors' knowledge, information and belief having made reasonable enquiry, there is no information which is discloseable nor is/was Mr. Li Zhiyuan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there are no other matters that need to be brought to the attention of the shareholders in respect of the appointment of Mr. Li Zhiyuan as a non-executive director.

As at the date of this notice, the Directors are as follows:

Executive Directors:

Mr. Tan Yu Zhong
Mr. Zhao Zheng Bin

Non-executive Directors:

Mr. Yan Li Qi
Mr. Ma Yong Zheng

Independent Non-executive Directors:

Mr. Zhu Xiao Ping
Mr. Song Quan Qi
Mr. Chan Nap Tuck

This notice, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this notice 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 notice misleading.

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