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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)

RESIGNATION, RE-DESIGNATION AND APPOINTMENT OF DIRECTORS

The Board is pleased to announce the following:

- (1) the resignation of Mr. Tan Yu Zhong and Mr. Zhao Zheng Bin as executive Directors with effect from 9 January 2013;
- (2) the re-designation of Mr. Li Zhi Yuan as executive Director with effect from 9 January 2013; and
- (3) it intends to put forward resolutions at the EGM to appoint Mr. Xiao Chong Xin and Mr. Chen Hong Qing as executive Directors; Mr. Jin Ming Jie as non-executive Director; and Mr. Liang Da Zhan and Mr. Liu Li Bin as independent non-executive Directors with effect from the conclusion of the EGM.

A circular containing, among other things, further information regarding the proposed appointment of the Proposed Directors together with the notice of the EGM will be despatched to the Shareholders as soon as practicable.

The Board is pleased to announce the following:

- (1) the resignation of Mr. Tan Yu Zhong and Mr. Zhao Zheng Bin as executive Directors with effect from 9 January 2013;
- (2) the re-designation of Mr. Li Zhi Yuan as executive Director with effect from 9 January 2013; and
- (3) it intends to put forward resolutions at the EGM to appoint Mr. Xiao Chong Xin and Mr. Chen Hong Qing as executive Directors; Mr. Jin Ming Jie as non-executive Director; and Mr. Liang Da Zhan and Mr. Liu Li Bin as independent non-executive Directors with effect from the conclusion of the EGM.

RESIGNATION OF DIRECTORS

Mr. Tan Yu Zhong and Mr. Zhao Zheng Bin have resigned as executive Directors with effect from 9 January 2013 due to their intention to pursue other career opportunities.

Mr. Tan and Mr. Zhao have confirmed that they have no disagreement between themselves and with the Board and there is no matter relating to their resignation that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Tan and Mr. Zhao for their valuable contributions to the Company during their tenure of office.

RE-DESIGNATION OF DIRECTOR

Mr. Li Zhi Yuan has been re-designated as executive Director with effect from 9 January 2013.

Mr. LI Zhi Yuan (李致遠), aged 39, graduated from Xi'an Polytechnic University (西安理工大學) with a Master degree 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, including secretary to board of directors and office supervisor. From May 2009 to March 2010, Mr. Li was a non-executive Director. Mr. Li was appointed as the Chairman of the Company, non-executive Director, and member of each of Remuneration Committee and Nomination Committee of the Company on 17 July 2012.

Save as disclosed herein, Mr. Li Zhi Yuan (i) has no relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company as at the date of this announcement; (ii) has no interest in the Shares within the meaning of Part XV of the SFO as at the date of this announcement; (iii) does not hold any position with the Company as at the date of this announcement; and (iv) does not hold any other directorship in listed public companies in the three years prior to the date of this announcement.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save as disclosed herein, there is no information which is discloseable nor is/was Mr. Li Zhi Yuan 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 re-designation of Mr. Li Zhi Yuan as an executive Director.

The Company proposes to enter into a service agreement for executive Director with Mr. Li Zhi Yuan in compliance with the GEM Listing Rules for an initial term of not exceeding three years subject to the Articles of Association and the applicable laws, rules and regulations. It is proposed that Mr. Li Zhi Yuan will not receive any remuneration as an executive Director.

APPOINTMENT OF DIRECTORS

The biographical details of the Proposed Directors to be appointed at the EGM are set forth below:

Executive Directors

Mr. XIAO Chong Xin (肖崇信先生), aged 48, graduated from Zhongnan University of Industry (中南工業大學) with a bachelor's degree in industry in July 1988 and possesses the qualification of senior engineer (高級工程師). He is a member of the Communists' Party of the PRC. Mr. Xiao joined Sanmenxia Tianyuan Aluminum Group Limited (三門峽天元鋁業集團有限公司) ("Tianyuan Group") in 1988 and has about 20 years of experience in the aluminum industry. During his employment at Tianyuan Group, he has served as the head of equipment maintenance factory of Sanmenxia Aluminum Factory for 5 years, and the deputy general manager, chief engineer and head of technology center of Tianyuan Group for 4 years. Mr. Xiao joined the Company in December 2001, had been duty chairman and deputy general manager of the Company, and was an executive Director from July 2004 to June 2010. Mr. Xiao currently is the general manager of the Company.

Mr. CHEN Hong Qing (陳宏慶先生), aged 43, obtained the accountant qualification in 1997 and graduated from South Western University of Finance and Economics (西南財經大學) with a bachelor's degree in accounting in 2004. He is a member of the Communists' Party of the PRC. Mr. Chen served as repairer, finance officer and duty head of finance division of Thermoelectric Plant of Ruzhou City (汝州市熱電廠) from December 1989 to March 2004, and had been served consecutively as head of finance, duty general manager and general manager of Baofeng Tianrui Electric Power Company Limited (寶豐天瑞發電有限公司) from March 2004 to October 2007. He served as the supervisor of finance department of Sanmenxia Huineng Thermoelectric Company Limited (三門峽惠能熱電有限公司) from November 2007 to December 2009; office manager of Tianrui Group from January 2010 to September 2010; chief financial officer and head of finance department of Tianrui Group Foundry Co. Ltd. (天瑞集團鑄造有限公司) from September 2010 to February 2012; and deputy general manager of Qinghai Wanxiang Group Company Limited (青海萬象集團有限公司) from February 2012 to June 2012. Mr. Chen joined the Company in June 2012 as deputy general manager.

Non-executive Director

Mr. JIN Ming Jie (金明傑先生), aged 38, graduated from Henan School of Economics (河南財經學院) with a major in accounting in 1997 and possesses the qualification of auditor (審計師). Mr. Jin is a certified accountant and certified tax agent in the PRC. He served consecutively as auditor, project manager and department manager of Audit Firm of the Audit Bureau of Ruzhou City (汝州市審計局審計師事務所) from October 1993 to December 1999; and department manager and duty head of Hongda Tax Agent Firm of Ruzhou City (汝州市洪大稅務師事務所) from January 2000 to February 2007. He joined Tianrui Group in February 2007 and has been the head of audit department of China Tianrui Group Cement Company Limited (天瑞集團水泥有限公司) and deputy head of audit department of Tianrui Group.

Independent non-executive Director

Mr. LIANG Da Zhan (郎大展先生), aged 70, graduated from Northeastern University (東北大學) with a major in light metal smelting (輕金屬冶煉) in 1966 and is a professor of engineering (教授級高級工程師). Mr. Liang served as technician, manager of production line, division head of technology and chief coordinator of Ningxia Qingtongxia Aluminum Factory (寧夏青銅峽鋁廠) from September 1968 to December 1983. He worked at the Economic Commission of Ningxia (寧夏回族自治區經委) from January 1984 to May 1985 and served as head and deputy general manager of Ningxia Metallurgical Industrial Company (Metallurgical Bureau) (寧夏回族自治區冶金工業總公司 (冶金廳)) from June 1985 to October 2000. Mr. Liang had been professional of Party Research Center of Ningxia (寧夏回族自治區黨委研究室專家), member of professional teams of Environmental Bureau, Development and Reform Commission, Department of Science and Technology and Science Association of Ningxia and president of Ningxia Silicon Carbide Association (寧夏碳化硅協會理事長).

Mr. LIU Li Bin (劉立斌先生), aged 46, graduated from Northeastern University (東北大學) with a bachelor of science degree in nonferrous metal metallurgy in 1990 and from Beijing Institute of Technology (北京理工大學) with a master's degree in business administration in 2002. Mr. Liu possesses the qualification of professor in engineering (教授級高級工程師). He worked at Technology Department of Metallurgy and Building Materials Industry Bureau of Henan Province (河南省冶金建材工業廳科技處) from July 1990 to July 2000, and served as duty general manager of Nonferrous Metals Industry Company of Henan Province (河南省有色金屬工業公司) from July 2000 to July 2007 and deputy general manager of Henan Nonferrous Holdings Company Limited (河南有色控股股份有限公司) from July 2007 to August 2010. Mr. Liu has been vice-president of each of Nonferrous Metals Industry Association of Henan Province (河南省有色金屬行業協會) and Nonferrous Metals Industry Society of Henan Province (河南省有色金屬學會) since August 2010, and independent non-executive director of Jiaozuo Wanfang Aluminum Manufacturing Co., Ltd. (焦作萬方鋁業股份有限公司) (stock code 000612), a company listed on Shenzhen Stock Exchange, since June 2012.

Save as disclosed herein, each of the Proposed Directors (i) has no relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company as at the date of this announcement; (ii) has no interest in the Shares within the meaning of Part XV of the SFO as at the date of this announcement; (iii) does not hold any position with the Company as at the date of this announcement; and (iv) does not hold any other directorship in listed public companies in the three years prior to the date of this announcement.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save as disclosed herein, there is no information which is discloseable nor is/was each of the Proposed Directors 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 the Proposed Directors as Directors.

REMUNERATION OF THE PROPOSED DIRECTORS

The Company proposes to enter into a service agreement with each of the Proposed Directors in compliance with the GEM Listing Rules for an initial term of not exceeding three years subject to the Articles of Association and the applicable laws, rules and regulations.

It is proposed that (i) Mr. Xiao Chong Xin and Mr. Chen Hong Qing will not receive any remuneration as executive Directors; (ii) Mr. Jin Ming Jie will not receive any remuneration as a non-executive Director; and (iii) Mr. Liang Da Zhan and Mr. Liu Li Bin will receive RMB100,000 per annum respectively as remuneration as independent non-executive Directors. Besides, Mr. Xiao Chong Xin is entitled to receive salary in the amount of RMB500,000 per annum as the general manager of the Company. The proposed remuneration of the Proposed Directors have been reviewed by the Remuneration Committee of the Company and was determined having regard to their individual experience, expertise and industry and market practice.

THE EGM

Resolutions will be put forward at the EGM to (i) approve the appointment of the Proposed Directors; and (ii) authorize the Board to enter into service agreement with and fix the remuneration of the Proposed Directors.

A circular containing, among other things, further information regarding the appointment of the Proposed Directors together with the notice of the EGM will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

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

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| “Articles of Association” | the Articles of Association of the Company |
| “Board” | the board of Directors |
| “Company” | 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 PRC with limited liability and whose H shares are listed on GEM |
| “Director(s)” | the director(s) of the Company |
| “Domestic Shares” | the domestic invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are subscribed for in RMB |
| “EGM” | extraordinary general meeting of the Company to be convened for the purpose of, among others, approving the appointment of the Proposed Directors |

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| “GEM” | the Growth Enterprise Market of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on the GEM |
| “Hong Kong” | the Hong Kong Special Administration Region of the PRC |
| “H Shares” | the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in Hong Kong dollars |
| “PRC” | the People’s Republic of China, but for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan |
| “Proposed Directors” | the Directors proposed to be appointment at the EGM whose biographical particulars are set out in the paragraph headed “Appointment of Directors” in this announcement |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Shareholder(s)” | holder(s) of the Domestic Shares and the H Shares |
| “Shares” | Domestic Shares and H Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Tianrui Group” | Tianrui Group Company Limited* (天瑞集團有限公司), a limited liability company established in the PRC and the controlling shareholder of the Company holding 2,661,799,752 Domestic Shares, representing approximately 68.11% of the issued share capital of the Company as at the date of this announcement. Tianrui Group’s group of companies currently comprises more than 20 companies and is principally engaged in steel casting, production of cement, coal mining and electricity generation. Tianrui Group is ultimately and beneficially owned by Li Liu Fa (李留法) as to 52% and Li Xuan Yu (李玄煜) as to 48% |

“RMB” Renminbi, the lawful currency of the PRC

“%” per cent.

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

Henan Province, the PRC, 9 January 2013

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

Executive Director:

Mr. Li Zhi Yuan (*Chairman of the Company*)

Non-executive Directors:

Mr. Yan Li Qi

Mr. Ma Yong Zheng

Independent Non-executive Director:

Mr. Chan Nap Tuck

This announcement, 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 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 day of its posting and on the Company’s website at www.styal.com.cn.

* For identification purposes only