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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)

**POLL RESULT OF EXTRAORDINARY GENERAL MEETING
AND
APPOINTMENT OF MEMBERS OF COMMITTEES, AUTHORISED
REPRESENTATIVE AND COMPLIANCE OFFICER**

POLL RESULT OF EXTRAORDINARY GENERAL MEETING

Reference is made to the Notice of EGM (the “EGM Notice”) and the circular (the “Circular”) of Sanmenxia Tianyuan Aluminum Company Limited* (the “Company”) both dated 11 January 2013. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the resolutions set out in the EGM Notice were duly passed by the Shareholders by way of poll at the EGM held on 6 February 2013. The poll results are as follows:

As ordinary resolutions	Number and percentage of vote	
	For	Against
1. To approve the appointment of Mr. Xiao Chong Xin as the executive director of the Company.	2,700,627,244 (100%)	0 (0%)
2. To approve the appointment of Mr. Chen Hong Qing as the executive director of the Company.	2,700,627,244 (100%)	0 (0%)
3. To approve the appointment of Mr. Jin Ming Jie as the non-executive director of the Company.	2,700,627,244 (100%)	0 (0%)
4. To approve the appointment of Mr. Liang Da Zhan as the independent non-executive director of the Company.	2,700,627,244 (100%)	0 (0%)
5. To approve the appointment of Mr. Liu Li Bun as the independent non-executive director of the Company.	2,700,627,244 (100%)	0 (0%)
6. To authorize the board of directors of the Company to enter into service agreements with the directors of the Company appointed at the EGM with terms and conditions which it, in its absolute discretion, may deem appropriate, 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 of directors of the Company at the EGM.	2,700,627,244 (100%)	0 (0%)
7. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company appointed at the EGM.	2,700,627,244 (100%)	0 (0%)

As at the date of EGM, (1) the Company has 3,908,344,104 Shares in issue (comprising 2,700,627,244 Domestic Shares and 1,207,716,860 H Shares); (2) there were no Shares entitling the holders to attend and vote only against any resolution at the EGM, and (3) no Shareholders are required to abstain from voting at the EGM. Accordingly, Shareholders holding a total 3,908,344,104 Shares were entitled to attend and vote for or against the resolutions at the EGM.

The H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited, and the PRC legal adviser to the Company, Dacheng Law Offices, were appointed as the scrutineers for the purpose of the vote-taking of the poll of H Shares and Domestic Shares respectively at the EGM.

APPOINTMENT OF MEMBERS OF COMMITTEES, AUTHORISED REPRESENTATIVE AND COMPLIANCE OFFICER

The Board is pleased to announce the following appointments with effect from 6 February 2013:

1. Remuneration Committee: Mr. Liu Li Bun as chairman and member, and Mr. Liang Da Zhan as member. Remuneration Committee comprises Mr. Liu Li Bun, Mr. Liang Da Zhan and Mr. Li Zhi Yuan, with Mr. Liu Li Bun as chairman.
2. Nomination Committee: Mr. Liu Li Bun as member. Nomination Committee comprises Mr. Li Zhi Yuan, Mr. Chan Nap Tuck and Mr. Liu Li Bun, with Mr. Li Zhi Yuan as chairman.
3. Audit Committee: Mr. Liu Li Bun as chairman and member, and Mr. Ma Yong Zheng as member. Audit Committee comprises Mr. Liu Li Bun, Mr. Chan Nap Tuck and Mr. Ma Yong Zheng, with Mr. Liu Li Bun as chairman.
4. Authorised representative: Mr. Xiao Chong Xin as authorised representative under Rule 5.24 of the GEM Listing Rules in place of Mr. Zhao Zheng Bin who resigned as executive Director on 9 January 2013. Authorised representatives under 5.24 of the GEM Listing Rules are Mr. Xiao Chong Xin and Mr. Yao Yan Ping.
5. Compliance officer: Mr. Xiao Chong Xin as compliance officer under Rule 5.19 of the GEM Listing Rules in place of Mr. Zhao Zheng Bin who resigned as executive Director on 9 January 2013.

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

Henan Province, the PRC, 6 February 2013

* *for identification purposes only*

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

Executive Directors:

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

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 Directors:

Mr. Chan Nap Tuck

Mr. Liang Da Zhan

Mr. Liu Li Bun

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