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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)

**PROPOSED RE-ELECTION AND APPOINTMENT OF
DIRECTORS AND SUPERVISORS**

At the EGM:

- (A) the following existing Directors will offer themselves for re-election as Directors of the fifth session of the Board:
- (i) Mr. Li Zhi Yuan, Mr. Xiao Chong Xin and Mr. Chen Hong Qing will offer themselves for re-election as executive Directors;
 - (ii) Mr. Yan Li Qi, Mr. Ma Yong Zheng and Mr. Jin Ming Jie will offer themselves for re-election as non-executive Directors;
 - (iii) Mr. Lang Da Zhan and Mr. Liu Li Bin will offer themselves for re-election as independent non-executive Directors;
- (B) Mr. Chan Nap Tuck, the existing independent non-executive Director, will not offer himself for re-election;
- (C) Mr. Zhang Zhao Kun, the existing Supervisor representing the Shareholders, will offer himself for re-election as the Supervisor representing the Shareholder of the fifth session of the Supervisory Committee; and
- (D) Mr. Chen Xiao Guang and Mr. Zhou Yong, the existing Supervisors representing the Shareholders, will not offer themselves for re-election.

(E) the Company will propose to appoint:

- (i) Ms. Fan Feng Juan as an independent non-executive Director of the fifth session of the Board; and
- (ii) Ms. Li Jing Xia and Mr. Dang Guo Qian as the Supervisors representing the Shareholders of the fifth session of the Supervisory Committee.

Mr. Ge Dian Long, the Supervisor representing the staff of the Company of the fourth session of the Supervisory Committee, has not offered himself for re-election as Supervisor representing the staff of the Company of the fifth session of the Supervisory Committee. Mr. Xin Ming Dao and Mr. Liang Qing Wen have been elected by the staff of the Company as Supervisors representing the staff of the Company of the fifth session of the Supervisory Committee.

A circular containing, among other things, further information regarding the proposed re-election of the Existing Directors and the Existing Supervisor and the proposed appointment of New Director and the New Supervisors together with the notice of the EGM, will be despatched to the Shareholders as soon as possible.

RE-ELECTION OF DIRECTORS AND SUPERVISORS

Pursuant to the Articles of Association, the Board shall be formed by 9 Directors. The Supervisory Committee shall be formed by 5 Supervisors, of which 3 shall be representatives of Shareholders and 2 shall be representatives of the Company's staff. The term of each session of the Board and the Supervisory Committee shall be three years. Upon expiry of the term, the Directors and Supervisors shall be eligible for re-election and re-appointment. The Directors and Supervisors representing the Shareholders shall be elected by Shareholders in general meeting. The Supervisors representing the Company's staff shall be elected democratically by the Company's staff.

At the EGM:

- (A) the following existing Directors (collectively, the "Existing Directors") will offer themselves for re-election as Directors of the fifth session of the Board:
 - (i) Mr. Li Zhi Yuan, Mr. Xiao Chong Xin and Mr. Chen Hong Qing will offer themselves for re-election as executive Directors;
 - (ii) Mr. Yan Li Qi, Mr. Ma Yong Zheng and Mr. Jin Ming Jie will offer themselves for re-election as non-executive Directors;
 - (iii) Mr. Lang Da Zhan and Mr. Liu Li Bin will offer themselves for re-election as independent non-executive Directors;

- (B) Mr. Chan Nap Tuck (the “Retired Director”), the existing independent non-executive Director, will not offer himself for re-election;
- (C) Mr. Zhang Zhao Kun (the “Existing Supervisor”), the existing Supervisor representing the Shareholders, will offer himself for re-election as the Supervisor representing the Shareholder of the fifth session of the Supervisory Committee; and
- (D) Mr. Chen Xiao Guang and Mr. Zhou Yong, the existing Supervisors representing the Shareholders (together with Mr. Ge Dian Long, the “Retired Supervisors”), will not offer themselves for re-election.

Mr. Ge Dian Long, the Supervisor representing the staff of the Company of the fourth session of the Supervisory Committee, has not offered himself for re-election as Supervisor representing the staff of the Company of the fifth session of the Supervisory Committee.

Each of the Retired Director and the Retired Supervisors has confirmed that he has no disagreement with the Board and the Supervisory Committee (as the case may be) and he is not aware of any matters that should be brought to the attention of the Shareholders in connection with his retirement.

The Board takes this opportunity to thank the Retired Director and the Retired Supervisors for their contribution to the Company during their tenure of office.

APPOINTMENT OF DIRECTOR AND SUPERVISORS

Mr. Xin Ming Dao and Mr. Liang Qing Wen have been elected by the staff of the Company as Supervisors representing the staff of the Company of the fifth session of the Supervisory Committee.

At the EGM, the Company will propose to appoint:

- (A) Ms. Fan Feng Juan as an independent non-executive Director (the “New Director”) of the fifth session of the Board; and
- (B) Ms. Li Jing Xia and Mr. Dang Guo Qian as the Supervisors representing the Shareholders (together with Mr. Liang Jing Wen, the “New Supervisors”) of the fifth session of the Supervisory Committee.

The biographical details of the New Director and the New Supervisors are set out below:

Ms. FAN Feng Juan (范風娟女士), aged 41, graduated from Xi’an Jiaotong University (西安交通大學) with a bachelor’s degree in accounting. She joined Huanghe Building, Sanmenxia City, Henan Province* (河南省三門峽市黃河大廈) in 1990 and has accumulated 23 years of working experience in accounting. Ms. Fan was the vice department head and department head of the finance department, manager of the asset management department, head of accountant and currently is the vice general manager of Huanghe Building, Sanmenxia City, Henan Province* (河南省三門峽市黃河大廈). She obtained the qualification of senior accountant (高級會計師) in 2010 and certified tax agent (註冊稅務師) in 2001.

Ms. LI Jing Xia (李靜霞女士), aged 47, graduated from Zhoukou Vocational Training School (周口技校) majoring in industrial and civil architecture in 1986 and graduated from Zhengzhou University (鄭州大學) with a bachelor's degree in architecture in 1999. She was qualified as registered cost engineer (中國註冊造價工程師) in 2000, registered supervising engineer (中國註冊監理工程師) in 2003 and national first class constructor (國家一級建造師) in 2005. She served at various managerial positions of the audit department of Tianrui Group since 2005, and currently is the chairman of the board of directors of Sanmenxia Wanxiang Industry Company Limited* (三門峽萬象實業有限公司).

Mr. DANG Guo Qian (黨國乾先生), aged 33, graduated from Henan Administrative Institute of Politics and Law (河南省政法管理幹部學院) in July 2003 and The Open University of China (中央廣播電視大學) with a bachelor's degree in legal studies in July 2009. In February 2008, he became a qualified PRC lawyer. Mr. Dang served at various administrative positions at Shenzhen Huashengda Zipper Company Limited* (深圳華聖達拉鍊有限公司) from September 2003 to May 2005. Mr. Dang was the head of the legal department of Tianrui Group from June 2005 to August 2007 and the head of the legal department of Tianrui Group Cement Company Limited* (天瑞集團水泥有限公司) from September 2007 to February 2009. He served as the head of the contract department of Tianrui Group from March 2009 to October 2012. Since November 2012, Mr. Dang has served as the head of the contract department of Tianrui Group and the vice department head of the Company's legal department.

Mr. LIANG Qing Wen (梁清文先生), aged 46, graduated from Northeastern University (東北大學) with a bachelor of science degree in nonferrous metal metallurgy in 1988. He is an engineer and a member of the Communists' Party of the PRC. He served at various managerial positions at the electrolytic factory No. 2 of Sanmenxia Aluminum Factory* (三門峽鋁廠電解二分廠) from July 1988 to September 2000. He joined the Company in September 2000 and served at various managerial positions. Since April 2011, he has served as a manager of the production department of the Company.

Save as disclosed herein, each of the New Director and New Supervisors (i) had no relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company as at the date of this announcement; (ii) had no interest in the Shares within the meaning of Part XV of the SFO as at the date of this announcement; (iii) did not hold any position with the Company as at the date of this announcement; and (iv) did 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, as at the date of this announcement, there was no information which is discloseable nor was each of the New Director and the New Supervisors 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 were no other matters that need to be brought to the attention of the Shareholders in respect of the appointment of the New Director as Director and the New Supervisors as Supervisors.

REMUNERATION OF THE DIRECTORS AND THE SUPERVISORS OF THE FIFTH SESSION OF THE BOARD AND THE SUPERVISORY COMMITTEE

The term of the Directors and Supervisors of the fifth session of the Board and the Supervisory Committee will be three years proposed to be commenced on the conclusion of the EGM. The Company proposed to enter into a service agreement with each of the Directors and the Supervisors of the fifth session of the Board and the Supervisory Committee in compliance with the GEM Listing Rules for an initial term of not exceeding three years.

It is proposed that the remuneration of the Existing Directors, the New Director, the Existing Supervisors and the New Supervisors are as follows:

<u>Name</u>	<u>Position</u>	<u>Remuneration as Director or Supervisor per annum</u>
Mr. Li Zhi Yuan	Executive Director	Nil
Mr. Xiao Chong Xin (<i>Note 1</i>)	Executive Director	Nil
Mr. Chen Hong Qing	Executive Director	Nil
Mr. Yan Li Qi	Non-executive Director	Nil
Mr. Ma Yong Zheng	Non-executive Director	Nil
Mr. Jin Ming Jie	Non-executive Director	Nil
Mr. Lang Da Zhan	Independent non-executive Director	RMB100,000
Mr. Liu Li Bin	Independent non-executive Director	RMB100,000
Ms. Fan Feng Juan	Independent non-executive Director	RMB80,000
Mr. Xin Ming Dao (<i>Note 2</i>)	Supervisor (representing the staff of the Company)	Nil
Mr. Liang Qing Wen (<i>Note 3</i>)	Supervisor (representing the staff of the Company)	Nil
Ms. Li Jing Xia	Supervisor (representing the Shareholders)	Nil
Mr. Zhang Zhao Kun	Supervisor (representing the Shareholders)	Nil
Mr. Dang Guo Qian	Supervisor (representing the Shareholders)	Nil

Notes:

1. Mr. Xiao Chong Xin is entitled to receive a salary of RMB300,000 per annum as general manager of the Company.
2. Mr. Xin Ming Dao is entitled to receive a salary of RMB100,000 per annum as head of the supervisory and audit department, chairman of labour union and deputy Party secretary (黨委副書記) of the Company.
3. Mr. Liang Qing Wen is entitled to receive a salary of RMB100,000 per annum as manager of the production department of the Company.

The proposed remunerations of the Existing Directors, the New Director, the Existing Supervisors and the New Supervisors have been reviewed by the remuneration committee of the Company and were determined having regard to the Company's operating results, individual experience, and industry and market practice.

THE EGM

Resolutions will be proposed at the EGM for the purpose of approving, among other things, (i) the re-election of the Existing Directors as Directors of the fifth session of the Board; (ii) the appointment of the New Director and the New Supervisors; and (iii) the authorization to the Board to enter into service agreements with and to fix the remuneration of the Directors and Supervisors of the fifth session of the Board and the Supervisory Committee.

A circular containing, among other things, further information regarding the proposed re-election of the Existing Directors and the Existing Supervisor and the proposed appointment of New Director and the New Supervisors together with the notice of the EGM, will be despatched to the Shareholders as soon as possible.

DEFINITIONS

In this announcement, unless the content requires otherwise, the following terms shall have the following meanings:

“Articles of Association”	the Articles of Association of the Company
“Board”	the board of Directors
“Company”	三門峽天元鋁業股份有限公司 (Sanmenxia Tianyuan Aluminum Company Limited*), a joint stock company incorporated in the PRC 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 Renminbi
“EGM”	the extraordinary general meeting of the Company to be convened for considering and, if appropriate, approving the re-election and appointment of Directors and Supervisors
“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 dollar
“PRC”	the People’s Republic of China, but for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, modified and supplemented from time to time
“Shareholder(s)”	holder(s) of the Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“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%
“%”	per cent.

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

Henan Province, The PRC, 9 July 2013

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 Directors:

Mr. Chan Nap Tuck

Mr. Lang Da Zhan

Mr. Liu Li Bin

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.*