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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 Monday, 12 August 2013, to consider the following businesses:

### **As ordinary resolutions:**

1. To consider and, if thought fit, to approve the re-election of Mr. Li Zhi Yuan as the executive director of the fifth session of the Board for a term of three years commencing on the conclusion of the EGM;
2. To consider and, if thought fit, to approve the re-election of Mr. Xiao Chong Xin as the executive director of the fifth session of the Board for a term of three years commencing on the conclusion of the EGM;
3. To consider and, if thought fit, to approve the re-election of Mr. Chen Hong Xing as the executive director of the fifth session of the Board for a term of three years commencing on the conclusion of the EGM;
4. To consider and, if thought fit, to approve the re-election of Mr. Yan Li Qi as the non-executive director of the fifth session of the Board for a term of three years commencing on the conclusion of the EGM;

5. To consider and, if thought fit, to approve the re-election of Mr. Ma Yong Zheng as the non-executive director of the fifth session of the Board for a term of three years commencing on the conclusion of the EGM;
6. To consider and, if thought fit, to approve the re-election of Mr. Jin Ming Jie as the non-executive director of the fifth session of the Board for a term of three years commencing on the conclusion of the EGM;
7. To consider and, if thought fit, to approve the re-election of Mr. Lang Da Zhan as the independent non-executive director of the fifth session of the Board for a term of three years commencing on the conclusion of the EGM;
8. To consider and, if thought fit, to approve the re-election of Mr. Liu Li Bin as the independent non-executive director of the fifth session of the Board for a term of three years commencing on the conclusion of the EGM;
9. To consider and, if thought fit, to approve the appointment of Ms. Fan Feng Juan as the independent non-executive director of the fifth session of the Board for a term of three years commencing on the conclusion of the EGM;
10. To consider and, if thought fit, to approve the re-election of Mr. Zhang Zhao Kun as the supervisor of the fifth session of the Supervisory Committee for a term of three years commencing on the conclusion of the EGM;
11. To consider and, if thought fit, to approve the appointment of Ms. Li Jing Xia as the supervisor of the fifth session of the Supervisory Committee for a term of three years commencing on the conclusion of the EGM;
12. To consider and, if thought fit, to approve the appointment of Mr. Dang Guo Qian as the supervisor of the fifth session of the Supervisory Committee for a term of three years commencing on the conclusion of the EGM;
13. To consider and, if thought fit, to authorize the Board to enter into service agreements with the directors and supervisors of the fifth session of the Board and the Supervisory Committee 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 re-election and appointment of directors and supervisors of the fifth session of the Board and the Supervisory Committee; and

14. To consider and, if thought fit, to authorize the Board to fix the remuneration of directors and supervisors of the fifth session of the Board and the Supervisory Committee.

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

Henan Province, the PRC, 15 July 2013

*Notes:*

1. The Company's register of H Share members will be closed from 1 August 2013 to 12 August 2013 (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 31 July 2013 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 31 July 2013.
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 7 August 2013. 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.

\* *For identification purposes only*