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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sanmenxia Tianyuan Aluminum Company Limited* (the “Company”), you should at once hand this circular to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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**

A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held on Monday, 12 August 2013 at 2:30 p.m. at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the People's Republic of China, is set out on pages 12 to 14 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions contained therein. In case of H shares, the proxy form shall be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and in case of domestic shares, the proxy form 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, as soon as possible and in any event no later than 24 hours before the time scheduled for holding the EGM (or any adjourned meeting thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment if you so desire.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the day of its posting.

* for identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context otherwise requires:

“Articles of Association”	the articles of associations 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”	the extraordinary general meeting of the Company to be held on Monday, 12 August 2013 at 2:30 p.m. at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the PRC
“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 HK\$
“Latest Practicable Date”	11 July 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“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

DEFINITIONS

“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 Latest Practicable Date. 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 (李玄燿) as to 48%
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

LETTER FROM THE BOARD



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)

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 Tuk
Mr. Lang Da Zhan
Mr. Liu Li Bin

*Registered office and principal
place of business in the PRC:*

No. 10 South Dongfeng Road
Sanmenxia City
Henan Province
The People's Republic of China

*Principal place of business in
Hong Kong:*

14B, Wing Cheong Commercial
Building
19–25 Jervois Street
Sheung Wan
Hong Kong

15 July 2013

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the EGM for the purpose of, among other things, (i) approving the re-election of Directors and Supervisors; (ii) approving the appointment of new Director and Supervisors, to constitute the fifth session of the Board and the Supervisory Committee; and (iii) authorising 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.

* For identification purposes only

LETTER FROM THE BOARD

RE-ELECTION AND APPOINTMENT 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;
- (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; and
- (E) the Company will propose to appoint:
 - (i) Ms. Fan Feng Juan as an independent non-executive Director (the "New 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 (together with Mr. Liang Qing Wen, the "New Supervisors") 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.

LETTER FROM THE BOARD

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.

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.

Resolutions will be proposed at the EGM to (i) approve the re-election of the Existing Directors and the Existing Supervisor as Directors and the Supervisor of the fifth session of the Board and the Supervisory Committee respectively; (ii) approve the appointment of the New Director and the New Supervisors; and (iii) authorize the Board to enter into service agreements with and to fix the remuneration of Directors and Supervisors of the fifth session of the Board and the Supervisory Committee. The term of the fifth session of the Board and the Supervisory Committee will be for a period of three years which is proposed to commence on the conclusion of the EGM.

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SUPERVISORS PROPOSED TO BE RE-ELECTED AND APPOINTED

The biographical details of the Existing Directors proposed to be re-elected at the EGM are set forth below:

Executive Directors

Mr. LI Zhi Yuan (李致遠先生), aged 40, 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. He was re-designated as an executive Director on 9 January 2013.

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). 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 more than 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 2013. Mr. Xiao currently is the general manager of the Company.

LETTER FROM THE BOARD

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. 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. Mr. Chen was appointed as an executive Director on 6 February 2013.

Non-executive Directors

Mr. YAN Li Qi (閻立啟先生), aged 59, graduated from Jiaozuo University (焦作大學) with a major in enterprise management in December 1996 and obtained the economist qualification in December 1994. He is the deputy chairman of the Henan Province Carbon Association* (河南省炭素協會). He is a member of the Communists' Party of the PRC and the standing committee of Chinese People's Political Consultative Conference of Jiaozuo City Macun District (焦作市馬村區). He was also elected as an outstanding entrepreneur by the Henan Province Political Consultative Economics Committee in December 2000. Mr. Yan is the general manager of Jiaozuo City Dongxing Carbon Company Limited* (焦作市東星炭素有限公司), a promoter and shareholder of the Company holding approximately 0.76% of the issued share capital of the Company. Mr. Yan was appointed as non-executive Director in August 2003.

Mr. MA Yong Zheng (馬永正先生), aged 56, obtained a Bachelor's degree and possesses the qualification of economist, accountant and political work engineer (政工師). From 1982 to 1992, Mr. Ma was the deputy head of mining operation (經營副礦長) of Pochi Coal Mine jointly operated by counties and villages of Linru County (臨汝縣縣鄉聯營坡池煤礦). From 1992 to 1994, he was the chief economist of Ruzhou City Baiyunshan Cement Factory* (汝州市白雲山水泥廠). From 1994 to 2007, Mr. Ma served as deputy general manager of Tianrui Group. From 2007 to 2009, he was the general manager of Pingdingshan City Ruiping Coal Electricity Company Limited* (平頂山市瑞平煤電有限公司). Mr. Ma currently is the deputy general manager of Tianrui Group and the chairman of Mianchi Tianrui Aluminum Company Limited* (澗池天瑞鋁業有限公司). Mr. Ma was appointed as a non-executive Director on 25 May 2010.

Mr. JIN Ming Jie (金明傑先生), aged 39, 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. Mr. Jin was appointed as a non-executive Director on 6 February 2013.

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Independent non-executive Directors

Mr. LANG 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. Lang 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. Lang 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. Lang was appointed as a non-executive Director on 6 February 2013.

Mr. LIU Li Bin (劉立斌先生), aged 47, 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 the 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. Mr. Liu was appointed as a non-executive Director on 6 February 2013.

The biographical details of the New Director proposed to be appointed at the EGM 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.

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The biographical details of the Existing Supervisor proposed to be re-elected by the Shareholders as Supervisors representing the Shareholders of the fifth session of the Supervisory Committee are set forth below:

Mr. ZHANG Zhao Kun (張照坤先生), aged 43, obtained a Master's degree in business administration from Zhengzhou University (鄭州大學) in 2007 and possesses the qualification of senior human resources management specialist (高級人力資源管理師) and senior career manager (高級職業經理人). Mr. Zhang had been the office manager, assistant to general manager and head of sales department of Ruzhou Leiyu Cement Company Limited (汝州市磊裕水泥股份有限公司) of Henan Province. In 1999, he joined Tianrui Group and had served at various managerial positions such as deputy general manager of sales company, deputy office head and head of economic operation. He is currently the head of enterprise management department of Tianrui Group, and deputy general manager and head of human resources department of Tianrui Group Cement Company Limited (天瑞集團水泥有限公司). Since May 2010, Mr. Zhang has been a member of the Supervisory Committee.

The biographical details of the New Supervisors proposed to be elected by the Shareholders as Supervisors representing the Shareholders of the fifth session of the Supervisory Committee are set forth below:

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 (中國注冊造價工程師) in 2000, registered supervising engineer (中國注冊監理工程師) 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.

The biographical details of the existing Supervisor and new Supervisor elected by the staff of the Company as Supervisors representing the staff of the fifth session of the Supervisory Committee are set forth below:

Mr. Xin Ming Dao (辛明道先生), aged 48, graduated from Henan University of Finance and Economics (河南財經學院) with a Bachelor's degree in economic management and possesses the qualifications of electric engineer (電氣工程師) and economist (經濟師). Mr. Xin had served at various managerial positions of Aluminum Foil Factory of Sanmenxia Aluminum Factory (三門峽鋁箔廠鋁箔分

LETTER FROM THE BOARD

廠) and Tianyuan Group, and is currently the head of the supervisory and audit department of the Company. Since October 2007, Mr. Xin has served as the chairman of the labour union and deputy Party secretary (黨委副書記) of the Company.

Mr. LIANG Qing Wen (梁清文先生), aged 46, graduated from Northeastern University (東北大學) with a bachelor of 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, the Existing Directors, the Existing Supervisors, the New Director and the New Supervisors (i) had no relationship with any directors, supervisors and senior management or substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date; (ii) had no interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; and (iii) did not hold any position with the Company; and (iv) did not hold any other directorship in listed public companies in the three years prior to the Latest Practicable Date.

Save as disclosed herein, the Company considers that in relation to the re-election or appointment of the Existing Directors, the Existing Supervisors, the New Director and the New Supervisors as Directors and Supervisors of the fifth session of the Board and the Supervisory Committee, respectively, there was no information which is discloseable nor were the above persons involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to Rule 17.50(2)(v) of the GEM Listing Rules, and there was no other matter which needs to be brought to the attention of the Shareholders as at the Latest Practicable Date.

REMUNERATION OF DIRECTORS AND 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.

Pursuant to the service agreements entered into between the Company and each of the Existing Directors and the Existing Supervisors, such service agreements will continue in effect if a Director or a Supervisor is re-elected as Director or Supervisor by the Shareholders in general meeting and the staff of the Company (as the case may be). The Company proposed to enter into a service agreement with each of the New Director and the New Supervisors in compliance with the GEM Listing Rules for an initial term of not exceeding three years.

LETTER FROM THE BOARD

It is proposed that the remunerations 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.

Resolutions will be proposed at the EGM to authorize the Board to enter into service agreements with and to fix the remuneration of the Directors and the Supervisors of the fifth session of the Board and the Supervisory Committee.

SHAREHOLDERS' MEETINGS

Notice of the EGM to be held at 2:30 p.m. on Monday, 12 August 2013 at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the PRC, are set out on pages 12 to 14 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions contained therein. In case of H Shares, the proxy form shall be lodged with the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and in case of Domestic Shares, the proxy form 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, as soon as possible and in any event no later than 24 hours before the time scheduled for holding the EGM (or any adjourned meeting thereof). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment if you so desire.

CLOSURE OF REGISTER OF MEMBERS

The Company's register of 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.

GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

This circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text prevails.

RECOMMENDATION

The Directors consider that the proposed resolutions referred to in this circular are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions set out in the notice of the EGM.

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

* For identification purposes only

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 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;

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.