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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)

**LETTER FROM THE STOCK EXCHANGE
AND
CHANGE IN SHAREHOLDING STRUCTURE**

This announcement is made by Sanmenxia Tianyuan Aluminum Company Limited* (the “**Company**”) pursuant to Rule 17.10 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and inside information provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

LETTER FROM THE STOCK EXCHANGE

The board of directors (the “**Board**”) of the Company announces that on 23 August 2013, the Company received a letter from the Listing Division (the “**Listing Division**”) of the Stock Exchange in relation to the suspension in the trading of the H shares of the Company (the “**Letter**”).

Pursuant to the Letter, among other things, the Listing Division informed the Company that:

- (1) it is considering whether to commence the delisting procedure, and requested the Company to provide a status update by 30 September 2013, in particular, on whether the electricity supply of the production facilities of the Company is resumed;
- (2) if the Company fails to do so or if the electricity supply is not resumed, the Listing Division will make a recommendation to the Listing Committee to commence the delisting procedures under Rule 9.14 of the GEM Listing Rules;

- (3) if the electricity supply is resumed, the Listing Division will be prepared to give the Company a further two-month period to submit a viable resumption proposal by 30 November 2013 to:
- (a) demonstrate its compliance with Rule 17.26 of the GEM Listing Rules;
 - (b) demonstrate sufficiency of working capital for at least 12 months from the expected date of trading resumption; and
 - (c) publish all the outstanding financial results and address any audit qualifications.

The Company will publish further announcement in relation to the Letter as and when appropriate.

CHANGE IN SHAREHOLDING STRUCTURE

The Company has been informed by Ruzhou Tianrui Industry Company Limited* (汝州天瑞實業有限公司) (“**Ruzhou Tianrui**”) that on 22 August 2013, 2,661,799,752 domestic shares of the Company, representing approximately 68.11% of the issued share capital of the Company as at the date of this announcement, were transferred to it by Tianrui Group Joint Stock Limited Company* (天瑞集團股份有限公司) (formerly known as Tianrui Group Company Limited* (天瑞集團有限公司)) (“**Tianrui Group**”).

Immediately prior to the above transfer (i) Tianrui Group owned 2,661,799,752 domestic shares of the Company, representing approximately 68.11% of the issued share capital of the Company; and (ii) Tianrui Group was in turn owned by Mr. Li Liu Fa (李留法) (“**Mr. Li**”) and his son Mr. Li Xuan Yu (李玄煜) (“**Mr. Li’s Son**”) as to 52% and 48% respectively.

Immediately after the above transfer, (i) Ruzhou Tianrui owned 2,661,799,752 domestic shares of the Company, representing approximately 68.11% of the issued share capital of the Company; and (ii) Ruzhou Tianrui was in turn owned by Mr. Li and Mr. Li’s Son as to 52% and 48% respectively.

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

Henan Province, the PRC, 26 August 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 Director:

Ms. Fan Feng Juan

Mr. Liang Da Zhan

Mr. Liu Li Bun

This announcement, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) on The Stock Exchange of Hong Kong Limited 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.*