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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)

**WINDING-UP PETITIONS
AND
THE STOCK EXCHANGE'S PROPOSAL TO CANCEL
THE LISTING OF THE COMPANY**

This announcement is made by Sanmenxia Tianyuan Aluminum Company Limited* (the “**Company**”) pursuant to Rules 9.17, 17.10 and 17.27(1)(b) 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).

WINDING-UP PETITIONS

The Company has received the following winding-up petitions:

- (1) A winding-up petition dated 15 October 2013 (the “**First Winding-up Petition**”) by Bayin Resources Company Limited (the “**First Petitioner**”) to the High Court of Hong Kong (the “**High Court**”) against the Company. The First Winding-up Petition relates to, among other things, an alleged sum of US\$5,466,294.13 due to the First Petitioner by the Company. The First Winding-up Petition will be heard at the High Court on 18 December 2013.
- (2) A winding-up petition dated 22 October 2013 (the “**Second Winding-up Petition**”, together with the First Winding-up Petition, the “**Winding-up Petitions**”) by 寧波大樹開發區三鑫工貿有限公司 (the “**Second Petitioner**”) to the High Court against the Company. The Second Winding-up Petition relates to, among other things, an alleged sum of RMB11,323,961.64 due to the Second Petitioner by the Company. The Second Winding-up Petition will be heard at the High Court on 8 January 2014.

The Company is seeking legal advice on the Winding-up Petitions. Further announcements relating to the Winding-up Petitions will be made by the Company as and when appropriate or as required under the applicable rules and regulations.

THE STOCK EXCHANGE’S PROPOSAL TO CANCEL THE LISTING OF THE COMPANY

The Company has received a letter dated 25 October 2013 from the Stock Exchange (the “**Letter**”), which serves as a notice pursuant to Rule 9.15 of the GEM Listing Rules, that the GEM Listing Committee decided to proceed with cancellation of the Company’s listing under Rule 9.14 of the GEM Listing Rules. The Company is requested to submit a resumption proposal to demonstrate that it has sufficient level of operations or assets required by Rule 17.26 of the GEM Listing Rules at least 10 business days before the expiry of a period of six months from the date of the Letter (i.e., 24 April 2014). If the Company fails to submit a viable resumption proposal by the expiry of the six-month period, the Stock Exchange will proceed with cancelling the Company’s listing.

The Company will submit a resumption proposal to the Stock Exchange and seek for the resumption of the trading of the H shares of the Company on the Stock Exchange. Further announcement will be made by the Company as and when appropriate.

Shareholders of the Company who have any queries about the implications of the Stock Exchange’s proposal to cancel the Company’s listing are advised to obtain appropriate professional advice.

Trading in the H shares of the Company on the Stock Exchange was suspended from 9:00 a.m. on 30 March 2012.

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

Henan Province, the PRC, 29 October 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 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.*