



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)

Proxy form for use at Extraordinary General Meeting

I/We (note 1) _____
of _____
being the registered holder of (note 2) _____ shares (the "Shares") in Sanmenxia Tianyuan Aluminum Company Limited
(the "Company"), HEREBY APPOINT (note 3) _____
of _____
or failing him (note 3) _____
of _____
or failing him, the Chairman of the meeting or any director of the Company as my/our proxy in respect of (note 4) _____ Shares
in the capital of the Company held by me/us to attend and act for me/us at the Extraordinary General Meeting of the Company ("EGM") to be held
at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the People's Republic of China (the "PRC") at 2:30 p.m. on 12 March 2014 or at
any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions as hereunder indicated; or if no such
indication is given, as my/our proxy thinks fit.

	As ordinary resolution	For (note 5)	Against (note 5)	Abstain (note 5)
1.	To approve the appointment of SHINEWING (HK) CPA Limited as international auditors of the Company and to authorise the board of directors of the Company (the "Board") to fix their remuneration.			
	As special resolution			
2.	To approve the amendments of Articles of Association of the Company as more particularly described in section headed "Letter from the Board — Proposed amendment of articles of association" of the circular of the Company dated 14 February 2014 and to authorize the Board to make such adjustments or other amendments to the Articles of Association of the Company as it considers necessary or otherwise appropriate in connection with the said amendments or as may be required by the relevant regulatory authorities, and to file the amended Articles of Association of the Company with the relevant regulatory authorities for approval, endorsement and/or registration as appropriate, and to do or authorise doing all such acts, matters and things as it may in its absolute discretion consider necessary, expedient or desirable to give effect to and implement the amendments.			

Date: _____

Signature(s) (note 6): _____

Notes:

- Please insert full name(s) and address(es) (as shown in the register of members) in BLOCK CAPITALS.
- Please insert the number of all the shares in the Company registered in your name(s).
- Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Please indicate clearly the number of shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such number is inserted, the proxy is deemed to be appointed in respect of all the shares in the Company registered in your name(s).
- IMPORTANT: If you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". If you wish to abstain from voting on any resolution, tick in the box marked "Abstain". Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you wish to vote only part of the number of Shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick in the relevant box. Failure to tick or state the exact number of shares in any box will entitle your proxy to cast your vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under the common seal or under the hand of any director or attorney duly authorised in writing.
- To be valid, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority must be deposited, in case of holders of H shares of the Company, at the Company's H shares registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queens Road East, Wanchai, Hong Kong and, in case of holders of domestic shares of the Company, at the Company's registered address and principal place of business in the PRC at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the People's Republic of China not less than 24 hours before the time appointed for the holding of the meeting.

* for identification purpose only