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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)**

**DISMISSAL OF WINDING-UP PETITION  
AND  
POLL RESULTS OF EGM**

This announcement is made by Sanmenxia Tianyuan Aluminum Company Limited\* (the “**Company**”) pursuant to Rules 17.10 and 17.27(1)(b) of the GEM Listing Rules, and inside information provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

**DISMISSAL OF WINDING-UP PETITION**

Reference is made to the announcements of the Company dated 29 October 2013 (the “**Announcement**”), 24 December 2013 and 20 January 2014 respectively, in relation to, among other things, the First Winding-up Petition. Terms defined in the Announcement shall have the same meaning when used herein unless otherwise stated.

The Company is pleased to announce that upon joint application of the First Petitioner, the Second Petitioner as supporting creditor and the Company by way of consent summons, an order was made by the High Court on 24 February 2014 that the First Winding-up Petition against the Company which has been advertised, be dismissed. A sealed copy of the said order was received by the Company on 7 March 2014.

As at the date of this announcement, there are no outstanding winding-up petitions against the Company.

**POLL RESULTS OF EGM**

Reference is made to the circular of the Company dated 14 February 2014 (the “**Circular**”) in relation to proposed appointment of auditors and proposed amendment of Articles of Association.

The Company is pleased to announce that all resolutions set out in the notice of the extraordinary general meeting of the Company (the “**EGM**”) dated 14 February 2014 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of a poll at the EGM held on 12 March 2014. The poll results are as follows:

<b>Ordinary Resolution</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
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 “ <b>Board</b> ”) to fix their remuneration.	2,700,627,244 (100%)	0 (0%)
<b>Special Resolution</b>			
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.	2,700,627,244 (100%)	0 (0%)

As at the date of the EGM, (1) the Company has 3,908,344,104 shares in issue (comprising 2,700,627,244 domestic shares and 1,207,716,860 H shares); (2) there were no shares entitling the holders to attend and vote only against any resolution at the EGM, and (3) no Shareholders are required to abstain from voting at the EGM. Accordingly, Shareholders holding a total 3,908,344,104 Shares were entitled to attend and vote for or against the resolutions at the EGM.

The H shares registrar of the Company, Computershare Hong Kong Investor Services Limited, and the PRC legal adviser to the Company, Dacheng Law Offices, were appointed as the scrutineers for the purpose of the vote-taking of the poll at the EGM.

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

Henan Province, the PRC, 12 March 2014

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 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](http://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](http://www.styal.com.cn).*

\* For identification purpose only.