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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Sanmenxia Tianyuan Aluminum Company Limited (the “Company”) will be held at No. 10 South Dongfeng Road, Sanmenxia City, Henan Province, the PRC on Wednesday, 6 July 2011 at 3:00 p.m., to consider the following businesses:

As ordinary resolutions:

1. To consider and approve the report of the board (the “Board”) of directors of the Company for 2010;
2. To consider and approve the report of the supervisory committee of the Company for 2010;
3. To consider and approve the audited financial statements and the auditors’ report for 2010;
4. To consider and approve the appointment and/or the re-appointment of the Company’s international and PRC auditors respectively for 2011 and to authorise the Board to determine their remunerations;
5. **“THAT:**
 - (i) the terms and conditions of the Raw Material Purchase Agreement dated 11 May 2011 entered into between 河南瑞雪鋁業有限公司 (Henan Ruixue Aluminum Company Limited*) for the purchase of alumina (the “Ruixue Agreement”) (a copy of which has been produced to the AGM marked “A” and signed by the chairman of the meeting for the purpose of identification) and the annual caps of RMB252 million, RMB336 million and RMB336 million respectively for each of the three years ending 31 December 2013 in relation thereto be and is hereby approved; and

(ii) the Directors authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds be hereby approved, ratified and confirmed, and the Directors be and are hereby authorised to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the transactions pursuant to the Ruixue Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Ruixue Agreement as they may in their discretion consider to be desirable and in the interest of the Company.

6. **“THAT:**

- (i) the terms and conditions of the Raw Material Purchase Agreement dated 11 May 2011 entered into between 灑池天瑞鋁業有限公司 (Mianchi Tianrui Aluminum Company Limited*) for the purchase of alumina (the “Mianchi Tianrui Agreement”) (a copy of which has been produced to the AGM marked “B” and signed by the chairman of the meeting for the purpose of identification) and the annual caps of RMB245 million, RMB220 million and RMB200 million respectively for each of the three years ending 31 December 2013 in relation thereto be and is hereby approved; and
- (ii) the Directors authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds be hereby approved, ratified and confirmed, and the Directors be and are hereby authorised to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the transactions pursuant to the Mianchi Tianrui Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Mianchi Tianrui Agreement as they may in their discretion consider to be desirable and in the interest of the Company.

As a special resolution:

“THAT:

- (A) there be granted to the Board an unconditional general mandate to allot, issue and deal with additional shares (the “Shares”) in the capital of the Company, whether domestic Shares or H Shares, and to make or grant offers or agreements in respect thereof, subject to the following conditions:
- (i) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;

- (ii) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted by the Board, otherwise than pursuant to any scrip dividends or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the articles of association (the “Articles of Association”) of the Company, shall not exceed:
 - (a) 20 per cent. of the aggregate nominal amount of domestic shares of the Company in issue at the date of the passing of this Resolution; and
 - (b) 20 per cent. of the aggregate nominal amount of H shares of the Company in issue at the date of the passing of this Resolution, in each case as at the date of this Resolution; and
- (iii) the Board will only exercise its power under such mandate in accordance with the relevant provisions of the Company Law of the PRC (as amended from time to time) and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained.

For the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;
 - (ii) the expiration of the 12-month period following the passing of this Resolution; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (B) contingent on the Board resolving to issue Shares pursuant to sub-paragraph (A) of this Resolution, authorise the Board to:
- (i) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement);
 - (ii) determine the use of proceeds and make all necessary filing to the relevant authorities in the PRC and/or Hong Kong (if required);
 - (iii) to increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (A) of this Resolution, to register the increased capital with the relevant authorities in the PRC; and

(iv) to make such amendments to the Articles of Association accordingly as it thinks fit so as to reflect the new capital and/or new capital structure of the Company.”

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

Henan Province, the PRC, 31 May 2011

Notes:

1. The Company’s register of H Share members will be closed from 25 June 2011 to 6 July 2011 (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 24 June 2011 will be entitled to attend and vote at the AGM. In order to qualify to attend and vote at the AGM, 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 24 June 2011.
2. Shareholders who are entitled to attend and vote at the AGM convened by the above notice may appoint one or more proxies in writing to attend and vote at the AGM on their behalf. A proxy need not be a member of the Company.
3. A proxy form for used at the AGM is enclosed. In order to be valid, the proxy form shall be signed by the appointer or his attorney duly authorised in writing or, in case of a legal person, under the company seal or in person by its director or a duly authorised attorney.
4. Proxy forms shall be lodged no later than 24 hours prior to the convening of the AGM. 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 AGM shall complete and return the reply slip for the AGM no later than 30 June 2011. 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 AGM 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 AGM is expected to last for about half a day. Shareholders or proxies attending the AGM 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 AGM or any adjournment should he so desire.

As at the date of this notice, the Directors are as follows:

Executive Directors:

Mr. Tan Yu Zhong

Mr. Zhao Zheng Bin

Non-executive Directors:

Mr. Li He Ping (*Chairman of the Company*)

Mr. Yan Li Qi

Mr. Ma Yong Zheng

Mr. Shang Ling Zhou

Independent non-executive Directors:

Mr. Zhu Xiao Ping

Mr. Song Quan Qi

Mr. Chan Nap Tuck

This announcement, 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 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 7 days from the day of its posting and on the website of the Company at www.styal.com.cn.

** for identification purposes only*