



## UNITED METALS HOLDINGS LIMITED

科鑄技術集團有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2302)

### NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of United Metals Holdings Limited (the “Company”) will be held at Concord Rooms 2–3, 8/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 7 August 2008 at 2:30 p.m. for the purpose of considering and, if thought fit, passing (with or without amendment) the following resolutions:

#### ORDINARY RESOLUTIONS

(1) “THAT:

- (a) the agreement dated 4 June 2008 (“Agreement”) entered into among, (i) Shine Top Limited, Standard Beyond Limited and Absolute Above Limited (collectively, “Vendors”) as the vendors; (ii) CNNC Overseas Uranium Holding Limited (“CNNC Overseas”) as the purchaser; (iii) the Company as the issuer of the Subscription Shares (as defined below) and the Convertible Note (as defined below); and (iv) Mr. Lau Luen Hung, Thomas, Mr. Tsang Chiu Wai and Mr. Kong Cheuk Luen, Trevor as the warrantors, in relation to, inter alia, (1) the sale of 125,208,965 ordinary shares of HK\$0.01 each in the capital of the Company (“Shares”), at a cash consideration of HK\$1.77 per Share from the Vendors to CNNC Overseas; (2) the allotment and issuance of the 159,168,308 new Shares (“Subscription Shares”) by the Company at a cash consideration of HK\$1.77 per Share subject to the approval for the listing of, and permission to deal in the Subscription Shares to CNNC Overseas; and (3) the allotment and issuance of an unsecured, three-year maturity 2% coupon convertible note with a principal amount of HK\$106,200,000 (“Convertible Note”) to be issued by the Company to CNNC Overseas, the initial conversion price under which is set at HK\$1.77 per Share, a copy of the Agreement has been produced to the EGM and initialled by the chairman of the EGM for identification purpose, and the transactions contemplated therein be and are hereby approved and ratified;
- (b) the allotment and issuance of the Subscription Shares by the Company at a cash consideration of HK\$1.77 per Share, subject to the approval for the listing of, and permission to deal in the Subscription Shares, to CNNC Overseas pursuant to the terms of the Agreement, credited as fully paid and ranking pari passu in all respects with the existing Shares of the Company in issue at the date of allotment of such Subscription Shares be and is hereby approved;
- (c) the issuance of the Convertible Note pursuant to the terms of the Agreement and the allotment and issue of the new Shares which may be issued upon the exercise of the conversion rights attaching to be the Convertible Note (“Conversion Shares”) be and are hereby approved;

\* For identification purpose only

- (d) the directors of the Company be and are hereby authorised to do all acts and execute all documents or deeds as they consider necessary or expedient to give effect to the issue of the Subscription Shares, the Convertible Notes and the Conversion Shares as contemplated under the Agreement.”

### **ORDINARY RESOLUTIONS**

(2) **“THAT:**

- (a) the service agreements (“Service Agreements”) to be entered into between the Company and each of Mr. Tsang Chiu Wai and Mr. Kong Cheuk Luen, Trevor respectively for the appointment of them as senior management of the Company upon completion of the Agreement (as defined in Resolution (1) of this notice and the transactions contemplated thereunder be and are hereby approved; and
- (b) the Directors be and are hereby authorised to do all acts and execute all documents as they consider necessary or expedient to give effect to the transactions contemplated under the Service Agreements.”

### **SPECIAL RESOLUTION**

- (3) **“THAT,** conditional upon Completion (as defined in the Agreement) having duly taken place and subject to the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “United Metals Holdings Limited” to “CNNC International Limited” and the Directors be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to effect the change of name.”

By order of the Board  
**United Metals Holdings Limited**  
**Tsang Chiu Wai**  
*Chairman*

Hong Kong, 15 July 2008

*Notes:*

1. Any member entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting

at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. As at the date hereof, the Board of Directors comprises two executive Directors, namely, Mr. Tsang Chiu Wai and Mr. Kong Cheuk Luen, Trevor, one non-executive Director, namely Mr. Wong Wing Sing and three independent nonexecutive Directors, namely, Mr. Lee Tho Siem, Mr. Wang Jianguo and Dr. Loke Yu, alias Loke Hoi Lam.