



ORIENTAL METALS (HOLDINGS) COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1208)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Oriental Metals (Holdings) Company Limited (the “Company”) will be held at Shek O Room, Lower Level I, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Monday, 25 July 2005 at 10:30 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY RESOLUTION

“**THAT:**

- (a) the Acquisition Agreement (as defined in the circular to the shareholders of the Company dated 30 June 2005 (the “Circular”) and a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) and the Agreement on Non-transferred Contracts and the Logistics Services Agreements (as defined in the Circular and copies of which are produced to this meeting marked “B” and “C” respectively and signed by the chairman for identification) governing the Non-exempt Continuing Connected Transactions (as defined and referred to in item (2) of the section headed “Connected Transactions” in the “Relationship with the Minmetals Group” section of the Circular) and the transactions respectively contemplated thereunder (including but not limited to (i) the issue and allotment of 1,009,090,909 ordinary shares of HK\$0.05 each in the capital of the Company (“Share(s)”) to Top Create Resources Limited (the “Vendor”) or such person(s) as the Vendor may direct at HK\$2.86 per Share and (ii) the issue and allotment of Shares in connection with the Placing (as defined in the Circular) to ensure not less than 25% of the issued Shares will be held in public hands) and the proposed annual caps in relation to the Non-exempt Continuing Connected Transactions as set out in the Circular, be and are hereby approved, confirmed and ratified; and
- (b) any one of the directors of the Company (“**Director(s)**”) be and is hereby authorised to do all such further acts and things and execute such further documents and take all steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the Acquisition Agreement, the Agreement on Non-transferred Contracts, the Logistics Services Agreement and the Non-exempt Continuing Connected Transactions and the transactions respectively contemplated thereunder with any changes as such Director may consider necessary, desirable or expedient.”

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Hong Kong, the name of the Company be and is hereby changed from “Oriental Metals (Holdings) Company Limited (東方鑫源(集團)有限公司)” to “Minmetals Resources Limited (五礦資源有限公司)” and the Directors be and are hereby authorised to perform all such acts, deeds and things as they may, in their absolute discretion, deem fit, to effect and implement the change of name of the Company.”

By Order of the Board
Oriental Metals (Holdings) Company Limited
Xu Huizhong
Director and President

Hong Kong, 30 June 2005

Registered office:

9th Floor
China Minmetals Tower
79 Chatham Road South
Tsimshatsui, Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed with the Circular.
2. Article 65 of the articles of association of the Company provides that a poll may be demanded: (a) by the chairman of such meeting; or (b) by at least three Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or (c) by any Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or (d) by any Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right. A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.
3. Where there are joint holders of any share, any one of such joint holders may vote at the meeting or any adjournment thereof, either personally or by proxy, in respect of such share as if he or she were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company’s share registrar, Computershare Hong Kong Investor Services Limited of 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish.
6. Coppermine Resources Limited and its associates (as the term is defined in the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited) will abstain from voting on the ordinary resolution at the Extraordinary General Meeting.

As at the date of this announcement, the Directors of the Company comprises seven directors, of which four are executive directors, namely Mr. Lin Xizhong, Mr. Xu Huizhong, Mr. Qian Wenchao and Mr. Tang Xiaojin and three are independent non-executive directors, namely Mr. Liu Hongru, Mr. Chan Wai Dune and Mr. Ting Leung Huel, Stephen.

“Please also refer to the published version of this announcement in The Standard.”