



YANION INTERNATIONAL HOLDINGS LIMITED

(益安國際集團有限公司)*

(Incorporated in Bermuda with limited liability)

(Stock Code : 82)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of Yanion International Holdings Limited (the “Company”) will be held at 10:00 a.m. on Wednesday, 13 July 2005 at Salon 2&3 (Level 3), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing (with or without modifications) each of the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the conditional sale and purchase agreement (a copy of which marked “A” has been produced to the meeting and signed by the Chairman for the purpose of identification) made between Mr. Chen Nien Chong and Mr. Tran Dinh, and the Company dated 7 February 2005 (as amended by the supplemental sale and purchase agreement dated 3 June 2005) (the “**Sale and Purchase Agreement**”) in relation to the acquisition of the entire issued share capital of Guohua International Investment Limited (details of which are set out in the circular of the Company dated 20 June 2005 to its shareholders (the “**Circular**”), a copy of which marked “B” has been produced to the meeting and signed by the Chairman for the purpose of identification, and all transactions contemplated thereby be and are hereby approved, ratified and confirmed;

- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Placing Shares (as defined below), the placing of up to 1,300,000,000 shares of the Company of HK\$0.01 each (the “**Placing Shares**”) as more particularly described in the Circular at a price to be determined by the directors (the “**Directors**”) of the Company in accordance with resolution numbered 1(d) hereof (the “**Placing**”) be and the same is hereby approved and the Directors be authorised to allot and issue the Placing Shares pursuant to the Placing and the Placing Shares shall, when allotted and issued, rank *pari passu* in all respects with all other shares of the Company in issue on the date of such allotment and issue;
- (c) conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Consideration Shares (as defined below), the Directors be authorised to allot and issue such number of shares of the Company of HK\$0.01 each (the “**Consideration Shares**”) that will represent not more than 22.7% of the Enlarged Share Capital (as defined in the Circular) credited as fully paid as to (i) 70% thereof to Mr. Chen Nien Chong or his nominee; and (ii) the remaining 30% thereof to Mr. Tran Dinh or his nominee, and the Consideration Shares shall, when allotted and issued, rank *pari passu* in all respects with all other shares of the Company in issue on the date of such allotment and issue;
- (d) the Directors be and are hereby authorised to execute all such further documents (including but not limited to the agreement(s) for the Placing and to determine the final placing price for the Placing Shares for and on behalf of the Company provided that such placing price shall not be lower than (i) HK\$0.60 per share of the Company of HK\$0.01 each (“**Share(s)**”) and

(ii) shall not represent a discount of 20% or more to the prevailing market price of the Shares, whichever is higher. The prevailing market price should be the higher of:

(1) the closing price of the Shares on the date of the relevant placing agreement or other agreement involving the proposed issue of Placing Shares under the Placing; and

(2) the average closing price of the Shares in the five trading days immediately prior to the earlier of:

(i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of Placing Shares under the Placing, that is 7 March 2005;

(ii) the date of the placing agreement or other agreement involving the proposed issue of Placing Shares under the Placing; and

(iii) the date on which the placing price is fixed; and

(e) the Directors be and are hereby authorised to execute all other documents, instruments and agreements for and on behalf of the Company to do all such acts or things deemed by them to be incidental or ancillary to, or in connection with, the matters contemplated in sub-paragraphs (a), (b), (c) and (d) above as they may consider necessary, desirable or expedient.”

2. **“THAT**, conditional upon completion of the Sale and Purchase Agreement, the master agreement (a copy of which marked “C” has been produced to the meeting and signed by the Chairman for the purpose of identification) made between 五礦營口中板有限責任公司 (Minmetals Yingkou Middle Plate Company Limited) (the “**Steel Plant**”) and 五礦發展股份有限公司 (Minmetals

Development Co., Ltd.) dated 8 June 2005 (the “**Master Agreement A**”) relating to the (i) purchase of raw materials by the Steel Plant from 中國五礦集團公司 (China Minmetals Corporation) and its subsidiaries (“**Minmetals Member(s)**”) and (ii) sale of steel products from the Steel Plant to Minmetals Member(s) together with the proposed cap amounts in relation thereto (details of which are set out in the Circular (as defined in resolution numbered 1(b) set out in the notice convening this meeting)) and all transactions contemplated thereby be and are hereby approved, ratified and confirmed, and **THAT** the entering into of the Master Agreement A and all other agreements, deeds and any other documents in relation thereto by the Company be approved, ratified and confirmed, and **THAT** the Directors be and are hereby authorized to take all steps and do any and all acts and things as may be necessary or desirable to give effect to the Master Agreement A.”

3. “**THAT**, conditional upon completion of the Sale and Purchase Agreement, the master agreement (a copy of which marked “D” has been produced to the meeting and signed by the Chairman for the purpose of identification) made between the Steel Plant and 營口中板廠 (Yingkou Middle Plate Factory) (“**Yingkou Middle Plate Factory**”) dated 8 June 2005 (the “**Master Agreement B**”) relating to the (i) purchase of raw materials by the Steel Plant from Yingkou Middle Plate Factory and (ii) sale of steel products from the Steel Plant to Yingkou Middle Plate Factory together with the proposed cap amounts in relation thereto (details of which are set out in the Circular (as defined in resolution numbered 1(b) set out in the notice convening this meeting)) and all transactions contemplated thereby be and are hereby approved, ratified and confirmed, and **THAT** the entering into of the Master Agreement B and all other agreements, deeds and any other documents in relation thereto by the Company be approved, ratified and confirmed, and **THAT** the Directors be and are hereby authorized to take all steps and do any and all acts and things as may be necessary or desirable to give effect to the Master Agreement B.”

SPECIAL RESOLUTION

4. **“THAT**, conditional upon completion of the Sale and Purchase Agreement and subject to the approval of the Registrar of Companies in Bermuda, the name of the Company be changed from “Yanion International Holdings Limited” to “Yingkou Steel Rolling Limited” and a new Chinese name of “營口軋鋼有限公司” for identification purpose only be adopted to replace the current Chinese name of “益安國際集團有限公司” for identification purpose only and **THAT** the Directors be and are hereby authorized to do 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
Yanion International Holdings Limited
Fung Chi Kin
Executive Director

Hong Kong, 20 June 2005

Registered office:

Canon’s Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal place of business in Hong Kong:

3506 Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

Notes:

1. Ordinary resolution nos. 1, 2 and 3 to be considered at the Special General Meeting will be decided by poll. On voting by poll, each shareholder of the Company shall have one vote for each share held in the Company.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.

3. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Center, 56 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment of it.
4. Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled to vote, but if more than one of such joint holders are present at the meeting in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it.
5. Completion and return of the form of proxy will not preclude a shareholder from attending the meeting and voting in person at the meeting or any adjourned meeting if he so desires. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
6. As at the date hereof, the Board comprises eight executive Directors, Messrs. Fung Chi Kin, Guo Duen How, Tom, Ho Yuk Ming, Hugo, Kao Ying Lun, Li Mingke, Wu Fred Fong, Zhang Zhiyuan, Nathan and Zhao Songyi, and four independent non-executive Directors, Messrs. Choy Tak Ho, Loke Yu alias Loke Hoi Lam, Loo Chung Keung, Steve and Tsui Chun Chung, Arthur.

As at the date of this announcement, the Board comprised eight executive Directors, Messrs. Fung Chi Kin, Guo Duen How, Tom, Ho Yuk Ming, Hugo, Kao Ying Lun, Li Mingke, Wu Fred Fong, Zhang Zhiyuan, Nathan and Zhao Songyi, and four independent non-executive Directors, Messrs. Choy Tak Ho, Loke Yu alias Loke Hoi Lam, Loo Chung Keung, Steve and Tsui Chun Chung, Arthur.

** for identification purposes only*

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