

# Notice of Annual General Meeting and Explanatory Statement

**ENERGY METALS LIMITED**  
ABN 63 111 306 533

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.  
If shareholders are in doubt as to how they should vote, they should seek advice from their  
accountant, solicitor or other professional advisor without delay.

**ENERGY METALS LIMITED**  
**ACN 111 306 533**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2012 Annual General Meeting of shareholders of Energy Metals Limited will be held at Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia on Thursday 31 May 2012 at 10.00am (Western Standard Time).

The Explanatory Statement to this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the enclosed proxy form are part of this Notice of Annual General Meeting.

**AGENDA**

**1. Financial Report**

To receive and consider the financial report, directors' report and auditor's report for the financial year ended 31 December 2011 (which form part of the Company's 2011 Annual Report).

**2. Resolution 1 – Adoption of the Remuneration Report for the year ended 31 December 2011**

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

*"That, pursuant to and in accordance with section 250R(2) of the Corporations Act 2001 (Cth), the Remuneration Report of the Company for the year ended 31 December 2011 be adopted."*

**Note:**

In accordance with *Section 250R(2)* of the *Corporations Act 2001 (Cth)*, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Recent amendments to the Corporations Act mean that if 25% or more of votes cast against the adoption of the Remuneration Report at two consecutive annual general meetings, a resolution must be put to the second of these annual general meetings requiring shareholders to vote whether another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must stand for re-election ("spill resolution").

**Voting exclusion statement:**

A vote on the resolution must not be cast (in any capacity) by or on behalf of either of:

- (a) a member of the key management personnel details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member. ("**Prohibited Voter**")

However, a Prohibited Voter may cast a vote on the resolution if a Prohibited Voter does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and the vote is not cast on behalf of a Prohibited Voter.

If a Prohibited Voter is appointed but not directed how to vote on Resolution 1, they will not vote your proxy on this resolution.

**3. Resolution 2 - Re-election of Mr Zuyuan He as a Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That Mr Zuyuan He, being a Director of the Company who retires in accordance with clause 13.2 of the Company's Constitution, be re-elected."*

**4. Resolution 3 – Re-election of Mr Bin Cui as a Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*" That Mr Bin Cui, being a Director of the Company who retires in accordance with clause 13.2 of the Company's Constitution, be re-elected."*

**5. Other Business**

To transact any other business which may be properly brought before the meeting in accordance with the Company's Constitution and the Corporations Act.

By Order of the Board



**XUEKUN LI**  
**Company Secretary**  
**Energy Metals Limited**

**2 May 2012**

## **Entitlement to Vote**

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the persons eligible to vote at the AGM are those who are registered Shareholders of the Company at 10am (Western Standard Time) on 29 May 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

## **Voting in Person**

To vote in person, attend the AGM on the date and at the place set out above.

## **Voting by Proxies**

A Shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies. If the Shareholder is entitled to two or more votes, the Shareholder may appoint two proxies and if this occurs the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

A proxy need not be a Shareholder of the Company. If you sign the enclosed proxy form and do not write the name of a person or a body corporate in the proxy form, you will have appointed the Chairman of the AGM as your proxy.

The Chairman of the AGM will vote undirected proxies on, and in favour of, all of the proposed resolutions, except for Resolution 1 where the Chairman will only vote if expressly directed to do so.

Please refer to the enclosed proxy form and the accompanying instructions for appointment of a proxy and lodging proxy forms.

If a shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the enclosed certificate of appointment of corporate representative should be completed and lodged in the manner specified.

To be effective, the proxy must be completed, signed and returned to the Company no later than 10am (Western Standard Time) on 29 May 2012. Proxies must be received before this time by either of the following methods:

By post: Energy Metals Limited  
PO Box 1323  
West Perth Western Australia WA 6872

By facsimile: +61 8 9321 5240

By delivery: Energy Metals Limited  
Ground Floor  
10 Kings Park Road  
West Perth Western Australia WA 6005

Proxy forms received later than the above mentioned time will be invalid.

## **Corporate Representative**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the AGM should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the Shareholder's representative. The authority may be sent to the Company in advance of the AGM or handed in at the AGM when registering as a corporate representative. An appointment of corporate representative form is enclosed if required.

# ENERGY METALS LIMITED

ABN 63 111 306 533

## EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in the Notice and this Explanatory Statement.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice.

### 1. Financial Statements and Reports

The Corporations Act requires the Company's financial report, the directors' report and the auditor's report for the year ended 31 December 2011 to be laid before the AGM. Shareholders will be provided with a reasonable opportunity to ask questions about the reports. There is no requirement either in the Corporations Act or the Company's Constitution that the Shareholders vote on or approve the reports.

Shareholders can access a copy of the Company's financial report, the directors' report and the auditor's report for the year ended 31 December 2011 (which form part of the Company's 2011 Annual Report) on the Company's website: [www.energymetals.net](http://www.energymetals.net)

### 2. Resolution 1 – To adopt the Remuneration Report for the year ended 31 December 2011

The Corporations Act requires the Company to include in the directors' report for the year ended 31 December 2011 a detailed remuneration report setting out certain prescribed information relating to the remuneration of the Directors and certain members of the Company's senior management ("**Remuneration Report**") and to submit this Remuneration Report for adoption by resolution of the shareholders at the annual general meeting of the Company.

The Remuneration Report:

- Outlines the Board's policy for determining the nature and amount of remuneration of Directors and Senior Executives of the Company;
- Sets out remuneration details for each Director and Senior Executive of the Company;
- Summarises the key terms of any contract under which any Director or Senior Executive of the Company for the financial year ended 31 December 2011.

The Corporations Act requires that a resolution in relation to the Remuneration Report be put to the vote at the Company's AGM. The vote on the resolution is advisory only and does not bind the Directors or the Company.

However, the Directors will consider the outcome of the vote when reviewing the Company's remuneration practices and policies.

The Chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.

Please refer to the Voting Exclusion Statement with regards to this resolution in the Notice.

### **3. Resolution 2 - Re-election of Mr Zuyuan He as a Director**

Resolution 2 seeks approval for the re-election of Mr He as a Director with effect from the end of the meeting.

Mr He was appointed a Director on 23 December 2009 and was confirmed by shareholders at the AGM in November 2010. Mr He is required to retire under the rotation of directors rule in clause 13.2 the Company's Constitution. Clause 13.2 provides that at each AGM one-third of the Directors or, if their number is not a multiple of three then the number nearest to but not more than one-third of the Directors, must retire from office to ensure that no Director other than alternate Directors and the Managing Director holds office for more than 3 years. A retiring Director is eligible for re-election.

Mr He retires from office in accordance with this requirement and, being eligible, has offered himself for re-election as a Director of the Company.

The Directors, other than Mr He, recommend that Shareholders vote in favour of this resolution.

Details of this candidate are as follows:

Zuyuan He

Non-Executive Chairman

#### About Mr Zuyuan He

Mr He holds a Bachelor degree in Geology and an MBA from Tsinghua University in China and has over 22 years' experience in uranium exploration and financial management. Mr He was previously the Chief Financial Officer and Vice President of Nanjing Zhong Da Group for a period of 3 years. He is currently a director of the following affiliate Companies: Beijing Sino-Kaz Uranium Investment Company Limited; Semizbay-U LLP; and China Uranium Development Company Limited. Mr He was appointed an Executive Director of Extract Resources Limited in March 2012.

### **4. Resolution 3 – Re-election of Mr Bin Cui as a Director**

Resolution 3 seeks approval for the re-election of Mr Cui as a Director with effect from the end of the meeting.

Mr Cui was appointed a Director on 23 December 2009 and was confirmed by shareholders at the AGM in November 2010. Mr Cui is required to retire under the rotation of directors rule in clause 13.2 the Company's Constitution. Clause 13.2 provides that at each AGM one-third of the Directors or, if their number is not a multiple of three then the number nearest to but not more than one-third of the Directors, must retire from office to ensure that no Director other than alternate Directors and the Managing Director holds office for more than 3 years. A retiring Director is eligible for re-election.

Mr Cui retires from office in accordance with this requirement and, being eligible, has offered himself for re-election as a Director of the Company.

The Directors, other than Mr Cui, recommend that Shareholders vote in favour of this resolution.

Details of this candidate are as follows:

Bin Cui

Executive Director

About Mr Bin Cui

Mr Cui holds a Bachelor degree in Accounting from Beijing University of Chemical Technology and has 13 years' financial management experience. Mr Cui previously held the position of senior financial manager of Tiens Group International based in Africa. Mr Cui does not currently hold other Australian directorships.

## GLOSSARY

The following terms have the following meanings in this Notice and Explanatory Statement:

"**AGM**" means the annual general meeting of the Company;

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange Limited;

"**Board**" means the Directors acting as the board of directors of the Company or a committee appointed by such board of directors;

"**Company**" or "**Energy Metals**" means Energy Metals Limited ABN 63 111 306 533;

"**Constitution**" means the constitution of the Company as amended from time to time;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Corporations Regulations**" means the Corporations Regulations 2001 (Cth);

"**Director**" means a Director of the Company;

"**Explanatory Statement**" means this explanatory statement attached to the Notice, which provides information to Shareholders about the resolutions contained in the Notice;

"**Listing Rules**" means the Official Listing Rules of the ASX as they apply to the Company from time to time;

"**Managing Director**" means the Managing Director of the Company;

"**Notice**" means the notice of AGM accompanying this Explanatory Statement;

"**Share**" means a fully paid ordinary share issued in the capital of the Company; and

"**Shareholder**" means a holder of Shares.



**Shareholder/Corporate Proxy Details**

This is to certify that by a resolution of the Directors of:

..... **(Company)**  
*Insert name of shareholder company / corporate proxy*

the Company has appointed:

..... ,  
*Insert name of corporate representative*

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Energy Metals Limited to be held on Thursday 31 May 2012 and at any adjournments of that meeting/all meetings of the members of Energy Metals Limited.

**DATED** ..... 2012

**Please sign here**

**Executed by the Company** )  
In accordance with its constituent documents )

.....  
Signed by authorised representative

.....  
Signed by authorised representative

.....  
Name of authorised representative (print)

.....  
Name of authorised representative (print)

.....  
Position of authorised representative (print)

.....  
Position of authorised representative (print)

Instructions for Completion

1. Insert name of appointor company and the name or position of the appointee (eg. "John Smith" or "each director of the company").
2. Execute the certificate following the procedure required by your constitution or other constituent documents.
3. Print the name and position (eg. Director) of each company officer who signs this certificate on behalf of the Company.
4. Insert the date of execution where indicated.
5. Send or deliver the certificate to Energy Metals Limited registered office at Ground Floor, 10 Kings Park Road, West Perth WA 6005, or fax the certificate to the registered office at 61 8 9321 5240.



PROXY FORM

The Company Secretary
Energy Metals Limited
Registered Office Address: Ground Floor, 10 Kings Park Road, West Perth, WA 6005
Postal Address: PO Box 1323 West Perth WA 6872
Telephone: (08) 9322 6904
Facsimile: (08) 9321 5240

I/We (name of shareholder) .....
of (address) .....
being a member/members of Energy Metals Limited ("Company") and entitled to attend, act and vote at the Meeting hereby appoint:

[ ] the Chairman of the Meeting (mark with an "X"); OR

if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the individual(s) or body corporate(s) you are appointing as your proxy (a member entitled to cast 2 or more votes may appoint 2 proxies):

Proxy 1: \_\_\_\_\_ Proxy 2: \_\_\_\_\_

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, then the Chairman as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia on Thursday 31 May 2012 at 10.00am (Western Standard Time) and at any adjournment of the meeting.

Voting Directions - you should mark with a cross in the appropriate box(es) below:

Table with 4 columns: Resolution description, For, Against, Abstain. Rows include Adoption of the Remuneration Report, Re-election of Mr Zuyuan He, and Re-election of Mr Bin Cui.

The Chairman of the AGM intends to vote all available proxies in favour of each item of business.

Important - If the Chairman of the Meeting is your proxy or is appointed as your proxy:

By marking this box, you are directing the Chairman to vote in accordance with his voting intentions on the resolutions as set above and in the Notice of AGM.

If you do not mark this box, and you have not directed your proxy how to vote on the resolutions, the Chairman will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolutions.

The Chairman has advised that his intention is to vote in favour of the resolutions.

[ ] I/we direct the Chairman to vote in accordance with his voting intentions on the resolution (except where I/we have indicated a different voting intention above) and even if the Chairman has an interest in the outcome of these items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. Please note: By marking this box you further acknowledge that the Chairman will be voting all available and undirected proxies in favour of Resolution 1 even though this resolution is connected directly with the remuneration of key management personnel.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following:

Proxy 1 is appointed to represent \_\_\_\_\_% of my voting right and Proxy 2 is appointed to represent \_\_\_\_\_% of my voting right. My total voting right is \_\_\_\_\_ shares.

**Note:** *If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.*

Forms to appoint proxies (together with any relevant power of attorney or a certified copy of the relevant power of attorney as described above) will only be valid and accepted by the Company if they are received by the Company no later than 10am (Western Standard Time) on Tuesday, 29 May 2012 by post or facsimile to the respective addresses stipulated in this proxy form.

**SIGNATURE OF SECURITY HOLDERS – THIS MUST BE COMPLETED**

If the Shareholder is an individual:

Name: \_\_\_\_\_

Signed: \_\_\_\_\_

If the Shareholder acts as a Trustee or Superfund

Name: \_\_\_\_\_

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Signed: \_\_\_\_\_

Dated: \_\_\_\_\_ 2012.

If the Shareholder is a Company:

Affix common seal (if required by constitution)

Name: \_\_\_\_\_

Signed: \_\_\_\_\_

Sole Director/Director

Name: \_\_\_\_\_

Signed: \_\_\_\_\_

Director/Secretary

## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote may appoint a person as the shareholder's proxy to attend and vote for the shareholder at the AGM. A shareholder who is entitled to cast two or more votes at the AGM may appoint no more than two proxies to attend and vote at this AGM as the shareholder's proxy. A proxy may but need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions will be disregarded.
3. The proxy form must be signed personally by the shareholder or his or her attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer or officers of the company (as the case may be) or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by each of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies (together with any relevant power of attorney or a certified copy of the relevant power of attorney as described above) must be received by the Company no later than 10am (WST) on Tuesday, 29 May 2012 by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
  - a. the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
  - b. if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
  - c. if the proxy is the Chairman, the proxy must vote on a poll and must vote that way; and
  - d. if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.