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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of CGN Mining Company Limited (the “**Company**”) will be held at Boardroom 3-4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 23 July 2014 (Wednesday) at 10:30 a.m. for the following purpose:

ORDINARY RESOLUTION

“THAT

- (1) the share purchase agreement dated 16 May 2014 entered into between the Company as purchaser and CGNPC Uranium Resources Co., Ltd.* (中廣核鈾業發展有限公司). as seller in relation to the sale and purchase of the entire equity interest of Beijing Sino-Kazakh Uranium Investment Company Limited* (北京中哈鈾資源投資有限公司), a copy of which has been produced to the EGM marked “1” and signed by the chairman of the EGM for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection therewith be and are hereby approved, ratified and confirmed; and
- (2) any one Director be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his opinion to implement and/or give effect to the terms of the share purchase agreement dated 16 May 2014 and to agree such variations, amendments or waivers thereof as are, in the opinion of such Director, in the interests of the Company.”

By Order of the Board of
CGN Mining Company Limited
Zhou Zhenxing
Chairman

Hong Kong, 30 June 2014

* *For identification purposes only*

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, in the event of a poll, to vote in his place. A proxy need not be a member of the Company. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power or authority) must be deposited at the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 48 hours before the appointed time for holding the meeting or any adjourned meeting.
- (2) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (3) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above 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. 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.

As at the date of this notice, the board of Directors of the Company comprises two executive Directors: Mr. Yu Zhiping (chief executive officer) and Mr. He Zuyuan, four non-executive Directors: Mr. Zhou Zhenxing (chairman), Mr. Chen Qiming, Mr. Yin Engang and Mr. Huang Jianming, and three independent non-executive Directors: Mr. Ling Bing, Mr. Qiu Xianhong and Mr. Huang Jinsong.