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中广核矿业有限公司\*  
CGN Mining Company Limited

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

**(Stock Code: 1164)**

**PARTIAL RELEASE OF CHARGED SHARES  
AND  
ENTERING INTO OF THE THIRD SUPPLEMENTAL DEED**

This announcement is made by CGN Mining Company Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

References are made to the announcements of the Company dated 31 March 2011, 11 April 2011, 18 August 2011, 19 August 2011, 18 February 2014, 6 January 2015, 19 March 2015 and 31 May 2016 and the circular (the “**Circular**”) dated 23 May 2011 in relation to, among other things, (i) the Share Subscription; and (ii) the CB Subscription. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Company would like to provide updated information in relation to the Subscription Agreement.

As at the date of this announcement, there are a total of 45,000,000 Charged Shares remain secured and charged to the Subscriber. The Board announces that on 11 December 2017, the parties to the Subscription Agreement and Sichuan Hengtai Pharmaceutical Co. Ltd\* (四川恒泰医药有限公司) (“**Sichuan Hengtai**”) entered into a third supplemental deed to the Subscription Agreement (the “**Third Supplemental Deed**”) relating to the 45,000,000 Charged Shares, pursuant to which:

- (1) The definition of the Reimbursement Period in the Subscription Agreement as amended and supplemented by the supplemental deed dated 18 February 2014 and the second supplemental deed dated 19 March 2015 is further amended to “from the effective date of the Third Supplemental Deed to 31 December 2025” (the “**Revised Reimbursement Period**”);
- (2) 35,000,000 Charged Shares will be released from the Share Charge upon:
  - (a) Mr. Huang Jianming providing an undertaking to the Subscriber to be responsible for any liabilities the Company has or may have in respect of declaration and/or payment of tax in any relevant jurisdictions in relation to the disposal of all or part of the interests in any former

subsidiaries of the Company and all tax the Company may have in respect of the performance and completion of any disposal transactions (if any) relating to all or any interests in the former subsidiaries of the Company and the tax to be decided thereon (the “**Outstanding Tax Obligations**”) during the Revised Reimbursement Period; and

- (b) Sichuan Hengtai mortgaging or charging its two properties in Sichuan in favour of the Subscriber as security for any Outstanding Tax Obligations during the Revised Reimbursement Period (the “**Mortgage**”).

Such Charged Shares shall only be released upon the effective registration of the Mortgage.

- (3) The remaining 10,000,000 Charged Shares will continue to be charged to secure the fulfilment of the respective obligations and responsibilities of the Founders, the Controlling Shareholder and the Company pursuant to the Subscription Agreement as amended and supplemented from time to time.

By order of the Board  
**CGN Mining Company Limited**  
**Zhou Zhenxing**  
*Chairman*

Hong Kong, 11 December 2017

*As at the date of this announcement, the Board comprises two executive Directors: Mr. Yu Zhiping (chief executive officer) and Mr. Xing Jianhua; three non-executive Directors: Mr. Zhou Zhenxing (chairman), Mr. Fang Chunfa and Mr. Zhang Chengbai; and three independent non-executive Directors: Mr. Qiu Xianhong, Mr. Gao Pei Ji and Mr. Lee Kwok Tung Louis.*

\* *For identification purpose only*