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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in CGN Mining Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**(1) PROPOSAL FOR GENERAL MANDATES TO ALLOT AND  
ISSUE SHARES AND TO REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (the “AGM”) to be held at Queensway & Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 19 May 2016 (Thursday) at 10:30 a.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.cgnmc.com](http://www.cgnmc.com).

Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy enclosed with this circular in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

\* For identification purpose only

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meaning:*

“AGM”	the annual general meeting of the Company to be convened and held at Queensway & Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 19 May 2016 (Thursday) at 10:30 a.m., the notice of which is set out on pages 15 to 19 of this circular;
“Articles”	the articles of association of the Company as altered from time to time;
“Board”	the board of Directors;
“CGN Group”	China General Nuclear Power Corporation and its subsidiaries;
“CGNPC”	China General Nuclear Power Corporation* (中國廣核集團有限公司) (formerly known as China Guangdong Nuclear Power Holding Corporation Ltd.(中國廣東核電集團有限公司)) (the sole shareholder of CGNPC-URC and the ultimate controlling shareholder of the Company);
“CGNPC-URC”	CGNPC Uranium Resources Co. Ltd* (中廣核鈾業發展有限公司), a company established in the PRC with limited liability and the sole shareholder of China Uranium Development;
“China Uranium Development”	China Uranium Development Company Limited (中國鈾業發展有限公司) a company established in Hong Kong with limited liability and the controlling shareholder of the Company;
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	CGN Mining Company Limited (中廣核礦業有限公司*), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution approving this issue mandate at the AGM;
“Latest Practicable Date”	14 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate to the Directors to repurchase shares of the Company the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution approving this repurchase mandate at the AGM;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.

\* For identification purpose only

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Yu Zhiping (*Chief Executive Officer*)

Mr. Xing Jianhua

*Non-executive Directors:*

Mr. Zhou Zhenxing (*Chairman*)

Mr. Chen Qiming

Mr. Yin Engang

*Independent Non-executive Directors:*

Mr. Qiu Xianhong

Mr. Gao Pei Ji

Mr. Lee Kwok Tung Louis

*Registered Office:*

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head Office and Principal Place  
of Business in Hong Kong:*

Room 1903, 19/F

China Resources Building

No. 26 Harbour Road

Wanchai, Hong Kong

19 April 2016

*To the Shareholders,*

Dear Sir or Madam,

- (1) PROPOSAL FOR GENERAL MANDATES TO ALLOT AND ISSUE  
SHARES AND TO REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the forthcoming AGM for the approval of (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the proposed extension of the Issue Mandate; and (iii) the proposed re-election of Directors.

This circular also provides the notice of AGM for the purpose of considering and, if thought fit, passing, among others, the abovementioned resolutions.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### **(1) GENERAL MANDATE TO ALLOT AND ISSUE SHARES**

At the annual general meeting of the Company held on 22 May 2015, an ordinary resolution was passed by the then Shareholders granting the Directors the Issue Mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the issued share capital of the Company as at 22 May 2015. The existing issue mandate will lapse at the conclusion of the AGM, unless being renewed at the meeting.

At the AGM, an ordinary resolution will be proposed to renew the Issue Mandate so that the Directors will be empowered to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company, amounting to 927,386,963 Shares as at the date of passing such resolution, assuming that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution at the AGM.

The Issue Mandate will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the applicable Companies Law or the Articles; and (iii) the date on which such an authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **(2) GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 22 May 2015, an ordinary resolution was passed by the then Shareholders granting the Directors the existing Repurchase Mandate to make on-market share repurchases (within the meaning of the Takeovers Code) of up to 10% of the issued share capital of the Company as at 22 May 2015. The existing repurchase mandate will lapse at the conclusion of the AGM, unless being renewed at the meeting.

At the AGM, an ordinary resolution will be proposed to renew the Repurchase Mandate so that the Directors will be empowered to make on-market shares repurchase up to 10% of the aggregate nominal amount of the issued share capital of the Company, amounting to 463,693,481 Shares at the date of passing such resolution, assuming that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution at the AGM.

The Repurchase Mandate will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the applicable Companies Law or the Articles; and (iii) the date on which such an authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Under the Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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The Board wishes to state that they have no present intention to repurchase any Shares or issue any new Shares in the event that these general mandates are approved.

### **(3) GENERAL MANDATE TO EXTEND THE ISSUE MANDATE**

Subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the issued share capital of the Company on the date of passing the resolution approving the Issue Mandate.

### **(4) PROPOSED RE-ELECTION OF DIRECTORS**

In accordance with Article 112 of the Articles, any Director appointed to fill a casual vacancy or as an additional Director shall hold office only until the next following general meeting of the Company and shall be eligible for re-election at the meeting but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting. Mr. Xing Jianhua, who has been appointed as a Director on 25 June 2015, will retire and offer himself for re-election at the AGM.

In accordance with Article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specified term, shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Zhou Zhenxing, Mr. Yu Zhiping and Mr. Chen Qiming will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

Details of the above Directors to be re-elected are set out in Appendix II to this circular. Separate resolutions will be proposed for the re-election of the Directors.

### **AGM**

The notice convening the AGM is set out on pages 15 to 19 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among others, the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event, not less than 48 hours before

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## LETTER FROM THE BOARD

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the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **VOTING BY POLL**

Pursuant to Rule 13.39 of the Listing Rules and Article 72 of the Articles, any votes of the Shareholders at a general meeting must be taken by poll. At the AGM, the chairman of the AGM will demand a poll for each and every proposed resolution, except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administration matter to be voted on by a show of hands.

### **RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

### **RECOMMENDATION**

The Board considers that the proposal for the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate are in the best interests of the Company and its Shareholders as a whole as the Issue Mandate and the extension of Issue Mandate allow the Board to have more flexibility to raise funds by issuing new Shares to potential investors as and when appropriate without the necessity to seek the approval from the Shareholders for each fund raising exercise. The Board also considers that the re-election of the Directors is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the proposed resolutions at the AGM.

### **ADDITIONAL INFORMATION**

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,  
For and on behalf of the Board of  
**CGN Mining Company Limited**  
**Zhou Zhenxing**  
*Chairman*



The following explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the forthcoming AGM authorising the Repurchase Mandate and to enable all Shareholders to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

## **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, there was a total of 4,636,934,819 Shares in issue. Subject to the passing of the ordinary resolution as set out in the notice of the AGM and assuming that no further Shares are issued or repurchased by the Company, the Directors would be authorised to repurchase up to 463,693,481 Shares (being 10% of the Shares in issue) during the period up to (i) the next annual general meeting of the Company in 2017; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Law to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

## **2. REASONS FOR REPURCHASE**

Notwithstanding that the Directors have no present intention to repurchase any Shares, the Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the value of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

## **3. GENERAL**

As disclosed in the most recently published audited consolidated financial statements of the Company for the year ended 31 December 2015, the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed share repurchases were to be carried out in full during the proposed repurchase period. However, the Directors will not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

## **4. FUNDING OF REPURCHASES**

Repurchase made pursuant to the Repurchase Mandate must be funded out of the funds legally available for such purpose and in accordance with the memorandum of association of the Company, the Articles, the Companies Law and the applicable laws of the Cayman Islands and the Listing Rules.

The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend

or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Such purchase may not be made if, on the date the purchase is to be effected, there are reasonable grounds to believe that the Company is, or after the purchase would be, unable to pay its liabilities as they become due.

A listed company in Hong Kong may not repurchase its own securities on the Stock Exchange for a consideration other than for cash or for settlement otherwise than in accordance with the Listing Rules.

## **5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention, in the event that the repurchase proposal is approved by the Shareholders, to sell Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any of its core connected person (as defined in the Listing Rules) that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange, so far as the same may be applicable, that they will only exercise the power of the Company to make repurchases of its Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Company's memorandum of association and Articles and all applicable laws of the Cayman Islands.

## **6. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If on exercise of the power to repurchase Shares under the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent so as to result in triggering a mandatory offer obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, China Uranium Development is beneficially interested in 2,974,347,826 Shares <sup>(Notes 1 and 2)</sup>, representing approximately 64.14% of the existing issued share capital of the Company. China Uranium Development is wholly owned by CGNPC-URC and CGNPC-URC is wholly owned by CGNPC, therefore, CGNPC-URC and CGNPC were also deemed under the SFO to be interested in 2,974,347,826 Shares.

In the event that the Repurchase Mandate is exercised in full and given that the Repurchase Mandate has been approved by the Shareholders, the interests of the above Shareholders will be increased to approximately 71.27% <sup>(Note 3)</sup>. On the basis of the shareholding held by the Shareholders named above, an exercise of the Repurchase Mandate in full will not give rise to an obligation on them to make a mandatory offer under Rule 26 of the Takeovers Code.

*Notes:*

- (1) Perfect Develop Holding Inc. is established by the directors of the preceding controlling shareholder of the Company. Pursuant to a share charge dated 1 April 2011 (the “**Share Charge**”), Perfect Develop Holding Inc. charged 450,000,000 shares in favor of China Uranium Development, among which, 225,000,000 charged shares were released on 18 February 2014. The remaining 225,000,000 charged shares will continue to be charged in favor of China Uranium Development. Please refer to the announcement of the Company dated 19 March 2015 for the update information of reimbursement period.
- (2) China Uranium Development is also interested in the convertible bonds in the principal amount of HK\$300,000,000 issued by the Company (the “**Convertible Bonds**”), which can be converted into 1,304,347,826 Shares.
- (3) Assuming that the Share Charge is not enforced by China Uranium Development and the Convertible Bonds are not converted into Shares from the Latest Practicable Date up to the date of AGM.

## **7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months period immediately preceding the Latest Practicable Date.

**8. SHARE PRICES**

During each of the previous twelve calendar months immediately preceding the Latest Practicable Date, the highest and lowest prices at which the Shares had been traded on the Stock Exchange were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
April	1.270	0.660
May	1.150	0.950
June	1.200	0.760
July	0.830	0.325
August	0.630	0.460
September	0.680	0.490
October	0.730	0.570
November	0.710	0.580
December	0.660	0.570
<b>2016</b>		
January	0.590	0.400
February	0.495	0.350
March	0.520	0.415
April (up to the Latest Practicable Date)	0.520	0.465

*Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:*

### **Executive Directors**

**Mr. Yu Zhiping (“Mr. Yu”)**, aged 52, is an executive Director and the chief executive officer of the Company. Mr. Yu was appointed the chairman of the Board and a non-executive Director on 18 August 2011 and was re-designated to an executive Director and the chief executive officer of the Company on 5 December 2013. Mr. Yu also served as the managing Director of CGNPC-URC and chairman of Swakop Uranium (PTY) Ltd. Mr. Yu joined the CGN Group in 1989, and served as the head of the Production Planning Division at the joint venture of the Daya Bay Nuclear Power (a subsidiary of CGNPC), and subsequently as the head of the Development Planning Division of the CGNPC, the secretary general of the Financial and Economic Affairs Committee, the director of the Research Centre, the general manager of the Strategic Planning Department of CGNPC, and served as the general manager of CGNPC-URC since September 2009. Mr. Yu graduated with a bachelor degree in engineering mechanics from Huazhong University of Science & Technology in 1985. Mr. Yu has over 25 years of experience in corporate management and nuclear fuel system operation.

Mr. Yu has entered into a service agreement with the Company commencing from 5 December 2013 and will continue thereafter until terminated by not less than three months’ notice in writing served by either party to the other. Mr. Yu is entitled to an annual salary of HK\$950,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company’s affairs.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu did not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Yu does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Mr. Yu which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

**Mr. Xing Jianhua (“Mr. Xing”)**, aged 45, is an executive Director and the chief financial officer of the Company. Mr. Xing is also a Director of Semizbay-U Limited Liability Partnership, a non-executive Director of Energy Metals Limited (a listed company in Australia, stock code: EME) and deputy general manager and the chief accountant of CGNPC-URC. Prior joining the Company, Mr. Xing has served as the deputy head and

technician of the Miners Bridge area of Yinggangling Mining Bureau of Jiangxi province, the section head of the Finance Department of Changsha Research Institute of Mining and Metallurgy, general manager of the Finance Department of China Potevio\* (中國普天信息產業集團) and general manager of the Finance Department of CGNPC. Mr. Xing graduated from Xiangtan Mining Institute\* (湘潭礦業學院) with a bachelor of engineering degree in mining engineering in 1995; and obtained a master of management degree in accounting from Wuhan University of Technology in 2002 and Mr. Xing is a Certified Public Accountant in the PRC. Mr. Xing has over 21 years of experience in mining, financial management, acquisition and capital operation.

Mr. Xing has entered into a service agreement with the Company commencing from 25 June 2015 and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other. Mr. Xing is entitled to an annual salary of HK\$864,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company's affairs.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xing did not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Xing does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Mr. Xing which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

### **Non-Executive Directors**

**Mr. Zhou Zhenxing** (“**Mr. Zhou**”), aged 59, was appointed as the chairman of the Board and a non-executive Director of the Company on 5 December 2013. Mr. Zhou is also the chairman of the Board of CGNPC-URC, China General Nuclear Power Services Corporation and CGN Nuclear Technology Application Co., Ltd. Mr. Zhou worked at China National Nuclear Corporation from March 1989 to January 1996 as a deputy director of the General Affairs Division of the Nuclear Fuel Bureau and subsequently the secretary to the executive deputy general manager of the China National Nuclear Group. Between July 1996 and December 1999, he joined Unilever Wall's (China) Co., Ltd as the executive vice president, head of Human Resources and External Relations, currently between July 1998 to April 2001, he also served as a vice president of Surnstar Group Co., Ltd., a company under Ministry of Light Industry. Between May 2001 and March 2003, Mr. Zhou joined China Universities Intelligence Bank Co., Ltd. as the executive vice president, head of Human Resources and Project Development. Between April 2003 and September 2006, Mr. Zhou

joined Galaxy Captek Co., Ltd.\* (北京銀河銀河創新技術發展有限公司), a member of CGN Group, as general manager. Between October 2006 and August 2009, he was the general manager of CGNPC-URC. He has been the chairman of the Board of CGNPC-URC since August 2009. Mr. Zhou graduated with a bachelor of engineering degree in metal materials engineering from the Hebei University of Science and Technology and with a master of engineering degree in metal materials and heat treatment from the Harbin Institute of Technology. Mr. Zhou has more than 26 years' experience in operation and management of large scale enterprises at home and abroad, as well as the practical operation experience in uranium resources exploration and nuclear resources operation system.

Mr. Zhou has entered into a service agreement with the Company commencing from 5 December 2013 and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other. Mr. Zhou is entitled to an annual salary of HK\$200,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company's affairs.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhou did not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Zhou does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Mr. Zhou which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

**Mr. Chen Qiming** (“**Mr. Chen**”), aged 53, was appointed as a non-executive Director of the Company on 5 December 2013. Mr. Chen is a non-executive director of Silver Grant International Industries Limited (listed on the main board of the Stock Exchange, stock code: 171) and vice chairman of its board of directors since 15 February 2012. Mr. Chen served as a non-executive director of CGN New Energy Holdings Co., Ltd. (listed on the main board of the Stock Exchange, stock code:1811) since March 2012. He also served as a director of CGNPC-URC and CGN Capital Holdings Co., Ltd. Mr. Chen joined CGN Group in 1996, and served various positions including assistant to the head of the Construction Contract Division of Ling Ao Nuclear Power Co., Ltd., (a subsidiary of CGNPC), head of Commerce Division of CGNPC, manager of the Contract Procurement Department of Liaoning Hongyanhe Nuclear Power Co., Ltd., manager of the Contract and Procurement Department of China Nuclear Power Engineering Co., Ltd. and the deputy general manager of the Assets Management Division of CGNPC. He currently serves as the general manager of the Assets Management Division of CGNPC. Mr. Chen obtained a bachelor of science in engineering from the East China University of Metallurgy in 1984 and a master in

economics from the University of International Business and Economics in 2003. Mr. Chen has over 21 years of experience in the power industry, contract business and asset management.

Mr. Chen has entered into a service agreement with the Company commencing from 5 December 2013 and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other. Mr. Chen is entitled to an annual salary of HK\$150,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company's affairs.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen did not have any other relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Chen does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Mr. Chen which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.



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## NOTICE OF ANNUAL GENERAL MEETING

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### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of CGN Mining Company Limited (the “**Company**”) will be held at Queensway & Victoria Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 19 May 2016 (Thursday) at 10:30 a.m. (the “**AGM**”) for the following purposes:

#### ORDINARY BUSINESS

1. To consider and adopt the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2015.
2. a. To re-elect the following Directors of the Company:
  - (i) Mr. Zhou Zhenxing as a non-executive Director;
  - (ii) Mr. Chen Qiming as a non-executive Director;
  - (iii) Mr. Yu Zhiping as an executive Director; and
  - (iv) Mr. Xing Jianhua as an executive Director.
- b. To authorize the board of Directors to fix the remuneration of the Directors.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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As special businesses, to consider, and if thought fit, pass the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

4. **“THAT:**

- (a) subject to paragraph (b), pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make, issue or grant offers, agreements and options and other rights, or issue warrants and other securities including bonds, debentures, and notes convertible into shares of the Company, which will or might require the shares of the Company to be allotted, issued or disposed of during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights granted under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the date which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares for a period fixed by the Directors to holders of shares of the Company thereon on the register of members on a fixed record date in proportion to their then holding of such shares thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. “**THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares, subject to and in accordance with all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed ten percent (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) above of this Resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** subject to the passing of Resolutions nos. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to Resolution no. 4 set out in the notice convening this meeting be and is hereby added by the aggregate number of shares of the Company repurchased by the Company under the authorizing granted pursuant to Resolution no. 5 set out in the notice of convening this meeting, provided that such extended number of shares shall not exceeded 10% of the issued shares of the Company as at the date of the said resolution.”

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

Hong Kong, 19 April 2016

*Registered office:*  
Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head office and principal office  
in Hong Kong:*  
Room 1903, 19/F  
China Resources Building  
No. 26 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote in his stead in the event of a poll. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and together with the 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the appointed time for holding the AGM or any adjournment thereof.
2. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he so wish. In such event, the instrument appointing a proxy shall be deemed 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 AGM, 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. An explanatory statement containing further details regarding Resolution no. 5 above as required by the Listing Rules is set out in Appendix I to the circular which will be dispatched to shareholders of the Company together with the annual report of the Company for the year ended 31 December 2015.
5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 17 May 2016 to Thursday, 19 May 2016, both days inclusive, during which period the registration of transfer of shares will be suspended. In order to be eligible to attend and vote at the AGM of the Company, all transfer of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 16 May 2016.

*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. Xing Jianhua, three non-executive Directors: Mr. Zhou Zhenxing (chairman), Mr. Chen Qiming and Mr. Yin Engang, and three independent non-executive Directors: Mr. Qiu Xianhong, Mr. Gao Pei Ji and Mr. Lee Kwok Tung Louis.*