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(formerly known as Vital Group Holdings Limited 維奧集團控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1164)

**(1) ESTABLISHMENT OF NOMINATION COMMITTEE;
(2) CHANGE OF CHAIRMAN OF REMUNERATION COMMITTEE;
AND
(3) CHANGES IN COMPOSITION OF THE BOARD**

In order to comply with the amendments to the Listing Rules which will become effective on 1 April 2012, the Board announces that:

- (1) the Nomination Committee comprising Mr. Yu Zhiping (余志平) as chairman, Mr. He Zuyuan (何祖元), Mr. Ling Bing (凌兵), Mr. Qiu Xianhong (邱先洪) and Mr. Huang Jinsong (黃勁松) as members has been established by the Board with written terms of reference with effect from 15 March 2012;
- (2) Mr. He Zuyuan (何祖元) has ceased to be the chairman of the Remuneration Committee and Mr. Qiu Xianhong (邱先洪), an independent non-executive Director, has been appointed as the chairman of the Remuneration Committee with effect from 15 March 2012; and
- (3) Ms. Zheng Xiaowei (鄭曉衛) has been re-designated from a non-executive Director to an executive Director with effect from 15 March 2012.

In order to comply with the amendments to the Listing Rules which will become effective on 1 April 2012, the Board announces the following arrangements:

(1) ESTABLISHMENT OF NOMINATION COMMITTEE

The board (the “Board”) of directors (the “Director”) of CGN Mining Company Limited (the “Company”, and together with its subsidiaries, the “Group”) is pleased to announce that with effect from 15 March 2012, the Board has established a nomination committee (the “Nomination Committee”) comprising Mr. Yu Zhiping (余志平) as chairman, Mr. He Zuyuan (何祖元), Mr. Ling Bing (凌兵), Mr. Qiu Xianhong (邱先洪) and Mr. Huang Jinsong (黃勁松) as members with written terms of reference.

The major duties of the Nomination Committee include the followings:

- (a) formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy;
- (b) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and on a regular basis and make recommendations on any proposed changes to the Board to implement the Company’s corporate strategy;
- (c) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) assess the independence of independent non-executive Directors;
- (e) make recommendations to the Board on matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer; and
- (f) consider other matters, as defined or assigned by the Board from time to time.

(2) CHANGE OF CHAIRMAN OF REMUNERATION COMMITTEE

The Board announces that in order to comply with the amendments to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”) which will be effective on 1 April 2012, Mr. He Zuyuan (何祖元) will cease to be the chairman of the Remuneration Committee and Mr. Qiu Xianhong (邱先洪), an independent non-executive Director, has been appointed as the chairman of the Remuneration Committee with effect from 15 March 2012.

(3) CHANGES IN COMPOSITION OF THE BOARD

The Board further announces that with effective from 15 March 2012, Ms. Zheng Xiaowei (鄭曉衛) has been re-designated from a non-executive Director to an executive Director for the remaining term of her two-year service contract commencing from 18 August 2011. Ms. Zheng will continue serving as an executive Director thereafter until her service contract is terminated by not less than three months’ notice in writing served by either party to the other. Ms. Zheng is entitled to an annual salary of HK\$150,000 in accordance with her existing service contract. Her remuneration is based on her expertise, knowledge and experience.

The biography of Ms. Zheng Xiaowei (鄭曉衛) is as follows:

Ms. Zheng Xiaowei (鄭曉衛), aged 45, joined the Company as a non-executive Director in August 2011. Ms. Zheng joined China Guangdong Nuclear Power Holding Corporation (“CGNPC”), the ultimate controlling shareholder of the Company, in 1998.

Currently, Ms. Zheng is the Chief Legal Advisor and company secretary of CGNPC Nuclear Fuel Co. Ltd (formerly known as “CGNPC Uranium Resources Co. Ltd.”), and a director of the following companies: Beijing Sino-Kaz Uranium Resources Investment Company Limited, Newkum Inc., CGNPC URC Logistics Co., Ltd, Energy Metals Ltd. (a listed company in Australia, stock code: EME) and China Uranium Development Company Limited. Prior to that, she served as a head of the investment and legal department of CGNPC Nuclear Fuel Co. Ltd. Ms. Zheng has over 15 years of experience in investment, project management and corporate governance. Ms. Zheng graduated with a bachelor degree of industrial automation from Zhejiang University in 1988 and was also awarded a master degree of information engineering.

Ms. Zheng has entered into a service contract with the Company for an initial term of two years commencing from 18 August 2011 and is subject to retirement by rotation and re-election at AGM in accordance with the articles of association of the Company and will continue thereafter until the service contract is terminated by not less than three months’ notice in writing served by either party to the other. Ms. Zheng is entitled to an annual salary of HK\$150,000 in accordance with her service contract. Her remuneration is based on her expertise, knowledge and experience. Her terms of employment will remain unchanged.

Saved as disclosed above, as at the date of this announcement, Ms. Zheng (1) did not hold any other positions in the Company or in any other members of the Group, nor any directorships in other listed public companies in the three years prior to the date of this announcement; (2) did not have any other relationships with any directors, members of senior management, substantial shareholders or controlling shareholders of the Company; (3) did not hold any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (4) did not receive any other remunerations from the Company.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders, nor is there any information that needs to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

By Order of the Board
CGN Mining Company Limited
Mr. He Zuyuan
Chief Executive Officer

Hong Kong, 15 March 2012

As at the date of this announcement, the board of Directors of the Company comprises three executive Directors: Mr. He Zuyuan (chief executive officer), Mr. Li Zhengguang and Ms. Zheng Xiaowei, three non-executive Directors: Mr. Yu Zhiping (chairman), Mr. Wei Qiyang and Mr. Chen Zhiyu and three independent non-executive Directors: Mr. Ling Bing, Mr. Qiu Xianhong and Mr. Huang Jinsong.

* for identification purposes only