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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: 01164)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of CGN Mining Company Limited (the “Company”) will be held at Conference Room 3001, 30/F, Tower A, International Centre of Times, 101 Shaoyaoju Beili, Chaoyang District, Beijing City, PRC on 15 September 2022 (Thursday) at 10:00 a.m for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the framework agreement dated 16 June 2022 (the “**New Sales Framework Agreement**”) entered into between the Company and CGNPC Uranium Resources Co., Ltd* (中廣核鈾業發展有限公司), a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification, the terms and conditions therein, the transactions contemplated thereunder and the proposed annual cap amounts of HK\$4,092,000,000 for the year ending 31 December 2023, HK\$4,402,000,000 for the year ending 31 December 2024 and HK\$4,541,000,000 for the year ending 31 December 2025 be and are hereby approved, ratified and confirmed; and
- (b) any one of the directors be authorised for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the New Sales Framework Agreement and to waive compliance with or make and agree such variations of a non-material nature to any of the terms of the New Sales Framework Agreement as he/she may in his/her discretion consider to be desirable and in the interests of the Company and all the director’s acts as aforesaid be hereby approved, ratified and confirmed.”

* *For identification purpose only*

2. “**THAT**

- (a) the financial services framework agreement dated 16 June 2022 (the “**New Financial Services Framework Agreement**”) entered into between (i) the Company, (ii) CGN Finance Co., Ltd* (中廣核財務有限責任公司) and (iii) CGNPC Huasheng Investment Limited, a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for the purpose of identification, the terms and conditions therein, the transactions contemplated thereunder and the proposed cap amount on outstanding balance of deposits (including any outstanding accrued interest) of US\$700 million during anytime in each of the three years ending 31 December 2023, 2024 and 2025 be and are hereby approved, ratified and confirmed; and
- (b) any one of the directors be authorised for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the New Financial Services Framework Agreement and to waive compliance with or make and agree such variations of a non-material nature to any of the terms of the New Financial Services Framework Agreement as he/she may in his/her discretion consider to be desirable and in the interests of the Company and all the director’s acts as aforesaid be hereby approved, ratified and confirmed.”

3. To re-elect Mr. Liu Guanhua as a non-executive director of the Company.

By Order of the Board
CGN Mining Company Limited
An Junjing
Chairman

Hong Kong, 19 August 2022

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
26 Harbour Road
Wanchai, Hong Kong

Notes:

1. Alternate arrangement for attending the EGM

To facilitate shareholders attending the EGM, electronic facilities will be set up at Room 1903, 19/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong (the “**Hong Kong Venue**”) where shareholders or his/her/its proxies may participate in the EGM and communicate with other participants of the EGM simultaneously and instantaneously through such electronic facilities. Pursuant to the articles of association of the Company, such participation shall constitute presence in person at the EGM. Shareholders and/or his/her/its proxies attending the Hong Kong Venue may also cast their votes in person in the Hong Kong Venue.

2. Precautionary measures in relation to COVID-19

In view of the ongoing coronavirus disease (COVID-19) pandemic, the Company will implement the following precautionary measures at the EGM to protect attending shareholders, proxies of shareholders, staff and stakeholders from the risk of infection including, without limitation:

- (1) Compulsory temperature check
- (2) Compulsory wearing of surgical face mask
- (3) No refreshment will be served

Shareholders and/or their proxies are also reminded to comply with the anti-pandemic requirements and measures imposed by the relevant authorities in Beijing and Hong Kong, as the case may be. Any person who does not wear a surgical face mask, not accept temperature check, with a body temperature above 37.2 degree Celsius or fails to comply with the applicable anti-pandemic requirements and measures may be denied entry into the EGM venue and the Hong Kong Venue.

The Company strongly encourages shareholders NOT to attend the EGM in person, and advises shareholders to appoint the chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person. In any event, should shareholders intend to attend the EGM, shareholders and/or their proxies are advised to arrive the venue early to allow sufficient time for completing the precautionary procedures. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

3. To determine the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 9 September 2022 (Friday) to 15 September 2022 (Thursday), both days inclusive, during which period no transfer of shares in the Company can be effected. In order to be eligible to attend and vote at the EGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, 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 4:00 p.m. on 8 September 2022 (Thursday).
4. A shareholder entitled to attend and vote at the EGM is entitled to appoint proxy to attend and to vote in his/her/its place. A proxy need not be a shareholder of the Company, but must attend the EGM in person to represent the shareholder. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf. If more than one proxy is so appointed, a photocopy of the form of proxy may be used and the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
5. In order to be valid, the form of proxy together with a power of attorney or other authority, if applicable, under which it is signed (or a notarially certified copy of that power of attorney or authority) must be deposited at the Hong Kong branch share registrar and transfer office of the Company, 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 time appointed for holding the EGM or any adjournment thereof.
6. Delivery of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. In the case of joint holders of share(s), any one of such joint holders may vote, either in person or by proxy, in respect of such share(s) as if he/she/its was solely entitled thereto; but if more than one of such joint holders (whether in person or by proxy) are present at the EGM, 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 holder(s). 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.
8. If Typhoon Signal No. 8 or above or a "black" rainstorm warning is in effect or extreme conditions caused by typhoons persists in Hong Kong any time between 7:00 a.m. and the time appointed for holding the EGM (being 10:00 a.m.) on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.cgnmc.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Board comprises two executive Directors: Mr. An Junjing (chairman and chief executive officer) and Ms. Xu Junmei, three non-executive Directors: Mr. Sun Xu, Mr. Yin Xiong and Mr. Liu Guanhua, and three independent non-executive Directors: Mr. Qiu Xianhong, Mr. Gao Pei Ji and Mr. Lee Kwok Tung Louis.