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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of CGN Mining Company Limited (“Company”) will be held at Boardroom 3-4, M/F., Renaissance Hong Kong Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on 15 January 2019 (Tuesday) at 11:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

Capitalized terms used in this notice shall have the same meaning as those defined in the Circular of the Company dated 28 December 2018 to the Shareholders (the “Circular”) unless otherwise specified.

ORDINARY RESOLUTIONS

“THAT

- a. the sale and purchase agreement (the “Sale and Purchase Agreement”) dated 16 November 2018 entered into between the Company (the “Purchaser”, as the purchaser) and China Uranium Development Company Limited (中國鈾業發展有限公司), the substantial shareholder of the Company (the “Vendor”, as the vendor) (a copy of the Sale and Purchase Agreement is tabled at the meeting and marked “A” and initialled by the chairman of the meeting (the “Chairman”) for identification purpose), pursuant to which the Purchaser conditionally agreed to purchase and the Vendor conditionally agreed to sell the entire issued and paid-up share capital of CGN Global Uranium Limited (“Target Company”) at a consideration of USD8,553,800, which will be satisfied by the Company in the form of cash payment to the account as designated by the Vendor on the Completion Date, pursuant to the terms and subject to the conditions set out in the Sale and Purchase Agreement, and the execution of the Sale and Purchase Agreement by the Purchaser, be and are hereby approved, ratified and confirmed; and that any other transactions contemplated under the Sale and Purchase Agreement, be and are hereby approved;
- b. the directors of the Company be and are hereby authorized to do all such acts and things and execute such further documents and take all steps which, in their opinion may be necessary, desirable, or expedient to implement and give effect to the terms of, and all transactions contemplated under, the Agreement for and on behalf of the Company and to approve any change

* For identification purpose only

and amendment thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Sale and Purchase Agreement) as they may consider necessary, desirable or expedient.”

By Order of the Board
CGN Mining Company Limited
An Junjing
Chief Executive Officer

Hong Kong, 28 December 2018

Head Office and principal

place of business:

Room 1903, 19/F

China Resources Building

No. 26 Harbour Road

Wanchai, Hong Kong

Registered Office:

Cricket Square

Hutchins Drive, P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the head office and principal place of business of the Company at Room 1903, 19/F, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any 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, and 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 comprises two executive directors: Mr. An Junjing (chief executive officer) and Mr. Chen Deshao; three non-executive directors: Mr. Yu Zhiping (chairman), Mr. Sun Xu and Mr. Yin Xiong; and three independent non-executive directors: Mr. Qiu Xianhong, Mr. Gao Pei Ji and Mr. Lee Kwok Tung Louis.