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中广核礦業有限公司*
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 the extraordinary general meeting (the “**EGM**”) of CGN Mining Company Limited (the “**Company**”) will be held at Conference Room 1402, 14th Floor, North Building, CGN Tower, 2002 Shennan Boulevard, Futian District, Shenzhen, Guangdong Province, PRC on 10 June 2021 (Thursday) at 11:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (a) the *Sale and Purchase Agreement in relation to the Participatory Interest in the charter capital of Mining Company “ORTALYK” LLP* dated 22 April 2021 (the “**Sale and Purchase Agreement**”) entered into between Joint Stock Company “National Atomic Company “Kazatomprom” (“**Kazatomprom**”) and CGNM UK Limited (“**CGNM UK**”) in relation to the sale and purchase of 49% participatory interest (the “**Target Interest**”) in the charter capital of Mining Company “ORTALYK” LLP (“**Ortalyk**”), 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 and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) granting of the right to Kazatomprom, Kazatomprom mining participant and Joint Stock Company “Ulba Metallurgical Plant” (“**UMP**”) to require both (but not one of) (i) CGNPC Uranium Resources Co., Ltd* (中廣核鈾業發展有限公司) (“**CGNPC-URC**”) to sell 100% of its participatory interest (if any) in Ulba-FA Limited Liability Partnership (“**Ulba-FA**”) to UMP (or its nominee); and (ii) CGNM UK to sell 100% (in whole and not in part) of its participatory interest in Ortalyk (if any) to Kazatomprom following the occurrence of the events set forth in the *Agreement on Commercial Terms in relation to the Design and Construction of a Fuel Assembly Fabrication Plant in Kazakhstan and the Joint Development of Kazakhstan Uranium Deposits* entered by, among other parties, the Company, dated 14 December 2015 (a copy of which has been produced to the EGM marked “B” and signed by

* For identification purpose only

the chairman of the EGM for the purpose of identification) (the “**Cooperation Agreement**”) at the exercise price prescribed in the *Agreement for Further Expanding and Deepening Mutually Beneficial Cooperation in Nuclear Energy Field* entered into between, among other parties, the Company and CGNM UK, dated 22 April 2021 (a copy of which has been produced to the EGM marked “C” and signed by the chairman of the EGM for the purpose of identification) (the “**Further Cooperation Agreement**”), as referred to in the Sale and Purchase Agreement (the “**Call-Option**”) be and is hereby approved, ratified and confirmed;

- (c) the granting of the right to Kazatomprom to request CGNM UK to sell the Target Interest to Kazatomprom following occurrence of any of the events set forth in the Further Cooperation Agreement as referred to in the Sale and Purchase Agreement (the “**Buy-back Right**”) be and is hereby approved, ratified and confirmed;
- (d) the acceptance of the right to require both (but not one of) (i) UMP to acquire from CGNPC-URC 100% of its participatory interest in Ulba-FA (in whole and not in part) and (ii) Kazatomprom to acquire from CGNM UK 100% of its participatory interest in Ortalyk (in whole and not in part) following occurrence of the events prescribed in the Cooperation Agreement at the exercise price prescribed in the Further Cooperation Agreement as referred to in the Sale and Purchase Agreement (the “**Put Option**”) be and is hereby approved, ratified and confirmed;
- (e) the acceptance of the right to request Kazatomprom to buy-back the Target Interest if Ortalyk fails to obtain the new subsoil use agreement for the Zhalspak Deposit by 31 December 2021 at the exercise price prescribed in the Further Cooperation Agreement as set forth to in the Sale and Purchase Agreement (the “**Sell-back Right**”) be and is hereby approved, ratified and confirmed;
- (f) the *Agreement on the basic principles of marketing (sale) policy with respect to the products of Mining Company “ORTALYK” LLP* to be entered into between Kazatomprom, the Company and CGNM UK, a copy of which has been produced to the EGM marked “D” and signed by the chairman of the EGM for the purpose of identification (the “**Off-take Agreement**”), the terms and conditions therein, the transactions contemplated thereunder and its proposed annual transaction cap amounts as set forth in the circular of the Company dated 25 May 2021 be and are hereby approved, ratified and confirmed;
- (g) the entering into of each of the Cooperation Agreement, the Further Cooperation Agreement and the *Mining Principles Agreement on the joint development of Kazakhstan Uranium Deposit* entered into between the Company and Kazatomprom dated 4 October 2016 (a copy of which has been produced to the EGM marked “E” and signed by the chairman of the EGM for the purpose of identification) (the “**Mining Principles Agreement**”) by the Company and its subsidiaries be and are hereby approved, ratified and confirmed; and
- (h) 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 Cooperation Agreement, the Mining Principles Agreement, the Further Cooperation Agreement, the Sale and Purchase Agreement and the Off-take Agreement and to waive compliance with or make and agree such variations of a non-material nature to any of the terms of the Sale and Purchase Agreement, the Further Cooperation Agreement and the Off-take 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.”

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

Hong Kong, 25 May 2021

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

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.

Pursuant to section 3 of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the laws of Hong Kong) (the “**Regulation**”) which is effective up to 26 May 2021 (subject to extension), group gatherings of more than 20 persons for a shareholders' meeting are required to be accommodated in separate partitioned rooms or areas of not more than 20 persons each. As such, if the effective period of the Regulation is extended to cover the date of the EGM, shareholders may be denied entry to the Hong Kong Venue and to cast their votes if there are more than 20 attendees (or such other number or requirements as prescribed by the Regulation or other applicable laws then in force on the date of the EGM) to ensure compliance with the Regulation and any other applicable laws. As such, whether shareholders intend to attend the Hong Kong Venue or not, shareholders are advised to appoint the chairman of the EGM as his/her/its proxy to vote according to his/her/its indicated voting instructions to ensure that he/she/it is able to cast his/her/its votes in relation to the resolution set out in this notice.

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, staff and stakeholders from the risk of infection including, without limitation:

- (1) Compulsory temperature checks
- (2) Compulsory wearing of surgical face mask
- (3) No refreshment will be served
- (4) Provision of Communication Big Data Itinerary Card (通信大數據行程卡) and Health Code (健康碼) as required by the property management (in respect of the EGM venue only)

Any person who does not wear a surgical face mask, not accept temperature checks, with a body temperature above 37.2 degree Celsius or subject to any Hong Kong government prescribed quarantine (in the case of attending the Hong Kong Venue) 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 in person, shareholders and/or their proxies are advised to arrive the venue early to allow sufficient time to go through 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. 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 Friday, 4 June 2021.
4. A shareholder entitled to attend and vote at the EGM is entitled to appoint proxy to attend and, subject to the provisions of the articles of association of the Company 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 appointed time 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 7:30 a.m. and the time of the EGM (being 11:00 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 (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.