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(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1164)

ANNOUNCEMENT

Reference is made to the announcement of the Company dated 22 January 2014 (the “**Announcement**”) in relation to, among others, the conditional Framework Agreement between the Company and Huasheng for provision of intra-group financial services. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

The Company would like to announce that after further clarification, as the relevant percentage ratios exceed 25% but below 75%, the entering into of the Framework Agreement and the transactions contemplated thereunder (including the intra-group financial services and the Annual Caps) shall also constitute a major transaction under Chapter 14 of the Listing Rules and will be subject to announcement and Independent Shareholders’ approval at the EGM.

By order of the Board
CGN Mining Company Limited
Zhou Zhenxing
Chairman

Hong Kong, 12 February 2014

As at the date of this announcement, the board of Directors of the Company comprises two executive Directors: Mr. Yu Zhiping (chief executive officer) and Mr. He Zuyuan, four non-executive Directors: Mr. Zhou Zhenxing (chairman), Mr. Chen Qiming, Mr. Xing Jianhua and Mr. Huang Jianming, and three independent non-executive Directors: Mr. Ling Bing, Mr. Qiu Xianhong and Mr. Huang Jinsong.

* *for identification purpose only*