

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this notice.



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 10:30 a.m. on 27 September 2019 (Friday) at Plaza 3, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong 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 14 June 2019 (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 purposes of identification, the terms and conditions therein, the transactions contemplated thereunder and its proposed annual cap amounts 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.”

2. **“THAT**

- (a) the financial services framework agreement dated 14 June 2019 (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 purposes of identification, the terms and conditions therein, the transactions contemplated thereunder and its proposed deposit annual cap amounts 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. **“THAT**

- (a) the sales and purchase agreement dated 14 June 2019 (the **“Sales and Purchase Agreement of Husab Uranium Concentrates”**) entered into between CGN Global Uranium Limited and Swakop Uranium (PTY) Limited, a copy of which has been produced to the EGM marked “C” and signed by the chairman of the EGM for the purposes of identification, the terms and conditions therein and the transactions contemplated thereunder 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 procure or authorise signing, executing, perfecting and delivering all such documents and deeds, to do or procure 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 Sales and Purchase Agreement of Husab Uranium Concentrates and to exercise or procure the exercise of the quantity adjustment right therein and to waive compliance with or make and agree such variations of a non-material nature to any of the terms of the Sales and Purchase Agreement of Husab Uranium Concentrates 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
An Junjing
Chief Executive Officer

Hong Kong, 9 September 2019

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. To determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 24 September 2019 (Tuesday) to 27 September 2019 (Friday), both days inclusive, during which period no transfer of shares in the Company will be effected. In order to be eligible to attend and vote at the EGM, all transfers, 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 23 September 2019 (Monday).
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, in the event of a poll, to vote in his place. A proxy need not be a member of the Company, but must attend the meeting in person to represent the member. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his 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.
3. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed (or a notorially certified copy of that power 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 later than 48 hours before the appointed time for holding the meeting or any adjourned meeting.
4. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above 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. 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.

* *For identification purposes only*