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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1164)

CHANGE OF DIRECTORS AND CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board of the Company announces that:

- (1) Mr. Ling has tendered his resignation as an independent non-executive Director and from membership of the Audit Committee, Remuneration Committee and Nomination Committee of the Company with effect from 22 August 2014.
- (2) Mr. Huang has tendered his resignation as an independent non-executive Director and from membership of the Remuneration Committee and Nomination Committee of the Company with effect from 22 August 2014.
- (3) Mr. Lee has been appointed as an independent non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company with effect from 22 August 2014.
- (4) Mr. Gao has been appointed as an independent non-executive Director and a member of the Remuneration Committee and Nomination Committee of the Company with effect from 22 August 2014.

RESIGNATION OF DIRECTOR

The Board announces that due to the decision to devote more time to other career developments, Mr. Ling has tendered his resignation as an independent non-executive Director and from membership of the Audit Committee, Remuneration Committee and Nomination Committee of the Company with effect from 22 August 2014.

The Board further announces that due to the decision to devote more time to other career developments, Mr. Huang has tendered his resignation as an independent non-executive Director and from membership of the Remuneration Committee and Nomination Committee of the Company with effect from 22 August 2014.

Each of Mr. Ling and Mr. Huang confirms that he does not have any disagreement with the Board and that there is no other matter relating to his resignation which needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Ling and Mr. Huang for their invaluable contribution to the Board during their respective term of office with the Company.

APPOINTMENT OF DIRECTORS

Mr. Lee Kwok Tung Louis

The Board announces that Mr. Lee has been appointed as an independent non-executive Director and a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company with effect from 22 August 2014.

Mr. Lee, aged 46, has over 20 years' experience with professional firms in finance, accounting and auditing. He previously held senior management position in a company listed on the Main Board of the Stock Exchange, namely, Meadville Holdings Limited (voluntarily delisted in 2010). He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a certified practising accountant of the CPA Australia. Mr. Lee graduated with a Bachelor of Economics degree from Macquarie University in Australia.

The length of service of Mr. Lee as an independent non-executive Director of the Company is determined in accordance with his service contract and the Articles. Mr. Lee's appointment may be terminated by Mr. Lee giving the Company three months' notice of termination and/or otherwise in accordance with the Articles.

As an independent non-executive Director of the Company, Mr. Lee is entitled to a Director's fee of HK\$120,000 per annum which has been determined with reference to his experience, duties and responsibilities with the Company.

The term of Mr. Lee's appointment with the Company will continue until the date of next annual general meeting of the Company. Unless reappointed at such meeting and subject to the provisions of the Articles and other applicable laws, a Director must vacate office.

As at the date of this announcement, Mr. Lee is (within the meaning of Part XV of the SFO) not interested in any shares of the Company.

Save as disclosed above, Mr. Lee is independent from and has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company nor has he held any directorship in any other listed public companies in the past three years.

Save as disclosed above, Mr. Lee confirms that there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Lee confirms that there is no other matter relating to his appointment which needs to be brought to the attention of the shareholders of the Company.

The Board would like to welcome Mr. Lee as an independent non-executive Director of the Company.

Mr. Gao Pei Ji

The Board announces that Mr. Gao has been appointed as an independent non-executive Director and a member of the Remuneration Committee and Nomination Committee of the Company with effect from 22 August 2014.

Mr. Gao, aged 67, was a deputy director of C & C Law Office in Beijing between 1984 and 1993. C & C Law Office was a leading Chinese law firm during that period of time and closely associated with CITIC (China International Trust and Investment Corporation). Mr. Gao became a partner of Clifford Chance, a leading international law firm, between 1993 and 2007. Following his retirement in 2007, he became a PRC legal consultant to Clifford Chance, Hong Kong office. He is also acting as an independent non-executive director of CITIC Resources Holdings Ltd. (Stock Code: 1205). Mr. Gao has extensive and diversified experience in a broad area of legal practices, including banking and finance, direct investment (both inbound and outbound from the perspective of the PRC) in the areas of energy, natural resource and petrochemical projects. He has been involved in the development of nuclear power projects since 1985, including the development of Daya Bay nuclear power project, the incorporation of the operating company for Daya Bay and Lingao nuclear power plants and the development of the Taishan nuclear power project (applying third generation technology). He holds a LL.M Degree from the Law School of University of California, Berkeley. He has been admitted to practice law in the PRC since 1984.

The length of service of Mr. Gao as an independent non-executive Director of the Company is determined in accordance with his service contract and the Articles. Mr. Gao's appointment may be terminated by Mr. Gao giving the Company three months' notice of termination and/or otherwise in accordance with the Articles.

As an independent non-executive Director of the Company, Mr. Gao is entitled to a Director's fee of HK\$120,000 per annum which has been determined with reference to his experience, duties and responsibilities with the Company.

The term of Mr. Gao's appointment with the Company will continue until the date of next annual general meeting of the Company. Unless reappointed at such meeting and subject to the provisions of the Articles and other applicable laws, a Director must vacate office.

As at the date of this announcement, Mr. Gao is (within the meaning of Part XV of the SFO) not interested in any shares of the Company.

Save as disclosed above, Mr. Gao is independent from and has no relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company nor has he held any directorship in any other listed public companies in the past three years.

Save as disclosed above, Mr. Gao confirms that there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Gao confirms that there is no other matter relating to his appointment which needs to be brought to the attention of the shareholders of the Company.

The Board would like to welcome Mr. Gao as an independent non-executive Director of the Company.

CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board announces that in connection with the change of Directors above, the members of the Audit Committee, Remuneration Committee and Nomination Committee have been changed as follows:

Audit Committee

Mr. Qiu Xianhong (*Chairman*)
Mr. Yin Engang
Mr. Lee Kwok Tung Louis

Remuneration Committee

Mr. Qiu Xianhong (*Chairman*)
Mr. Yu Zhiping
Mr. He Zuyuan
Mr. Lee Kwok Tung Louis
Mr. Gao Pei Ji

Nomination Committee

Mr. Zhou Zhenxing (*Chairman*)
Mr. Yu Zhiping
Mr. Lee Kwok Tung Louis
Mr. Qiu Xianhong
Mr. Gao Pei Ji

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	the articles of association of the Company, as amended from time to time
“Audit Committee”	audit committee of the Company
“Board”	the board of Directors of the Company
“Company”	CGN Mining Company Limited 中廣核礦業有限公司*, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 1164)
“controlling shareholder”	has the same meaning ascribed to it under the Listing Rules

“Directors”	the directors of the Company, including the independent non-executive directors
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Gao”	Mr. Gao Pei Ji
“Mr. Huang”	Mr. Huang Jinsong
“Mr. Lee”	Mr. Lee Kwok Tung Louis
“Mr. Ling”	Mr. Ling Bing
“Nomination Committee”	nomination committee of the Company
“PRC”	The People’s Republic of China
“Remuneration Committee”	remuneration committee of the Company
“SFO”	Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the same meaning ascribed to it under the Listing Rules

By Order of the Board
CGN Mining Company Limited
Mr. Zhou Zhenxing
Chairman

Hong Kong, 22 August 2014

As at the date of this announcement, our executive Directors are Mr. Yu Zhiping (chief executive officer) and Mr. He Zuyuan, our non-executive Directors are Mr. Zhou Zhenxing (chairman), Mr. Chen Qiming, Mr. Yin Engang and Mr. Huang Jianming, and our independent non-executive Directors are Mr. Lee Kwok Tung Louis, Mr. Qiu Xianhong and Mr. Gao Pei Ji.

* *For identification purpose only*