
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CGN Mining Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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- (1) PROPOSAL FOR GENERAL MANDATES TO ALLOT AND ISSUE SHARES
AND TO REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
**(3) PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION
AND THE ARTICLES OF ASSOCIATION
AND ADOPTION OF AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION;
AND**
(4) NOTICE OF ANNUAL GENERAL MEETING
-

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Kellett Room III, 3/F, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on 16 May 2012 (Wednesday) at 10:30 a.m. is set out on pages 20 to 26 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy enclosed with this circular in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

* *For identification purposes only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meaning:

“AGM”	the annual general meeting of the Company to be convened and held at Kellett Room III, 3/F, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on 16 May 2012 (Wednesday) at 10:30 a.m., the notice of which is set out on pages 20 to 26 of this circular;
“Articles”	the articles of association of the Company as altered from time to time;
“Board”	the board of Directors;
“CGN Group”	China Guangdong Nuclear Power Holding Corporation and its subsidiaries;
“CGNPC”	China Guangdong Nuclear Power Holding Corporation (中國廣東核電集團有限公司) (the ultimate controlling shareholder of the Company);
“CGNPC-NFC”	CGNPC Nuclear Fuel Co. Ltd (中廣核燃料有限公司) (formally known as CGNPC Uranium Resources Co. Ltd 中廣核鈾業發展有限公司);
“China Uranium Development”	China Uranium Development Company Limited (中國鈾業發展有限公司);
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	CGN Mining Company Limited (中廣核礦業有限公司*), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution approving this issue mandate at the AGM;
“Latest Practicable Date”	10 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“M&A”	the memorandum of association and articles of association of the Company;
“Memorandum”	the memorandum of association of the Company;
“PRC”	The People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate to the Directors to repurchase shares of the Company the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution approving this repurchase mandate at the AGM;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.

* For identification purposes only

LETTER FROM THE BOARD



中廣核礦業有限公司*

CGN Mining Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1164)

Executive Directors:

Mr. He Zuyuan (*Chief Executive Officer*)
Mr. Li Zhengguang
Ms. Zheng Xiaowei

Registered Office:

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

Non-executive Directors:

Mr. Yu Zhiping (*Chairman*)
Mr. Wei Qiyan
Mr. Chen Zhiyu

*Head Office and Principal Place
of Business in Hong Kong:*

Unit 7, 31st Floor, Tower 1
Lippo Centre, 89 Queensway
Hong Kong

Independent Non-executive Directors:

Mr. Ling Bing
Mr. Qiu Xianhong
Mr. Huang Jinsong

12 April 2012

To the Shareholders, and, for information only, holders of Options

Dear Sir or Madam,

- (1) PROPOSAL FOR GENERAL MANDATES TO ALLOT AND ISSUE SHARES
AND TO REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
**(3) PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION
AND THE ARTICLES OF ASSOCIATION
AND ADOPTION OF AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION;
AND**
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to the forthcoming AGM for the approval of, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the proposed extension of the Issue Mandate; (iii) the proposed re-election of Directors at the forthcoming AGM; (iv) the amendments to the Memorandum and the Articles and (v) the adoption of the amended and restated memorandum of association and adoption of the amended and restated articles of association. In addition, the purpose of this circular is to give you notice of the AGM to be convened for the purpose of considering and, if thought fit, passing, among others, the abovementioned resolutions.

* For identification purposes only

LETTER FROM THE BOARD

(1) PROPOSAL FOR GENERAL MANDATES TO ALLOT AND ISSUE SHARES AND TO REPURCHASE SHARES

General Mandates to Allot and Issue Shares

At the annual general meeting of the Company held on 3 June 2011, an ordinary resolution was passed by the then Shareholders granting the existing issue mandate to the Directors, which is due to expire at the conclusion of the AGM.

At the forthcoming AGM, ordinary resolutions will be proposed to renew the general mandates to the Directors so that the Directors will be empowered (i) to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company, amounting to 666,517,398 shares, as at the date of passing such resolution, on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution at the AGM.

The Issue Mandate will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the applicable Companies Law or the Articles; and (iii) the date on which such an authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

General Mandate to Repurchase Shares

At the annual general meeting of the Company held on 3 June 2011, an ordinary resolution was passed by the then Shareholders granting the existing repurchase mandate to the Directors, which is due to expire at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Repurchase Mandate i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution. The Repurchase Mandate will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the applicable Companies Law or the Articles; and (iii) the date on which such an authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Under the Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in the Appendix I to this circular.

The Board wishes to state that they have no present intention to repurchase any Shares in the event that these general mandates are approved.

LETTER FROM THE BOARD

General Mandate to Extend the Issue Mandate

An ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the issued share capital of the Company on the date of passing the resolution approving the Issue Mandate.

(2) PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specified term, shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Chen Zhiyu will retire by rotation at the AGM and, being eligible, will offer himself for re-election.

In accordance with Article 112 of the Articles, any Director appointed shall hold office only until the next following general meeting of the Company and shall be eligible for re-election at the meeting but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting. All Directors appointed on 18 August 2011 will offer themselves for re-election in the coming AGM.

Details of the Directors subject to re-election at the AGM are set out in Appendix II to this circular.

(3) PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

The Directors propose to make the following amendments to the Memorandum in order to reflect the Company's updated corporate information:

- the change of the Company's name to "CGN Mining Company Limited"¹ pursuant to the special resolution passed on 21 November 2011;
- the Registered Office of the Company shall be Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman KY1-1111, Cayman Islands;

Note:

- (1) The Company has changed its name:
 - (i) from Vital BioTech Holdings Limited 維奧生物科技控股有限公司 to Vital Pharmaceutical Holdings Limited 維奧醫藥控股有限公司 pursuant to the special resolution passed on 7 March 2008;
 - (ii) from Vital Pharmaceutical Holdings Limited 維奧醫藥控股有限公司 to Vital Group Holdings Limited 維奧集團控股有限公司 pursuant to the special resolution passed on 2 June 2010;
 - (iii) from Vital Group Holdings Limited 維奧集團控股有限公司 to CGN Mining Company Limited and adopted 中廣核礦業有限公司 as its Chinese name for identification purposes only, pursuant to the special resolution passed on 21 November 2011;

LETTER FROM THE BOARD

- the authorized share capital of the Company is HK\$500,000,000.00 divided into 50,000,000,000 ordinary shares of a nominal or par value of HK\$0.01 each, pursuant to ordinary resolution passed on 26 January 2002.

The Directors also propose to adopt the form of the amended and restated memorandum of association which consolidates all the proposed amendments set out in the notice of AGM.

The Stock Exchange has amended the Listing Rules relating to, among other things, the articles or equivalent constitutional documents of listed issuers. The amendments to the Listing Rules came into effect on 1 January 2012 and 1 April 2012. Accordingly, the Directors propose to seek the approval of the Shareholders by way of special resolution for the amendments to the existing Articles. The Directors also propose to adopt the form of the amended and restated articles of association which consolidates all previous amendments made to the Articles pursuant to resolutions passed by Shareholders at general meetings and all the proposed amendments set out in the notice of AGM, so as to bring the constitution of the Company in line with current amendments made to the Listing Rules.

The major proposed amendments include the following:

- to require a physical board meeting in lieu of written resolutions where a Director or a substantial shareholder has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material;
- no longer permit a Director to disregard 5% interests when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at board meeting; and
- to allow the chairman at a general meeting to exempt procedural and administrative matters from voting by poll.

Details of the proposed amendments to the Articles are set out in the notice of AGM. The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the proposed amendments comply with the requirements of the Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments for a Cayman Islands company listed on the Stock Exchange.

A consolidated version of the M&A (not including the proposed amendments to the M&A set out in the notice of AGM) is available for inspection by the shareholders at the website of the Stock Exchange and the website of the Company.

Shareholders are advised that proposed amendments to the M&A are available only in English and the Chinese translation of the proposed amendments to the M&A provided in the notice of AGM in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

AGM

The notice convening the AGM is set out on pages 20 to 26 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among others, the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of Directors. Special resolutions will be proposed to approve the proposed amendments to the Memorandum and the Articles and the adoption of amended and restated memorandum of association and amended and restated articles of association.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are intend to attend the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, as soon as possible but in any event, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM pursuant to Article 72 of the Articles.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Board considers that the proposal for the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate are in the best interests of the Company and its Shareholders as a whole as the Issue Mandate and the extension of the Issue Mandate allows the Board to have more flexibility to raise funds by issuing new shares to potential investors as and when appropriate without the necessity to seek the approval from the Shareholders for each fund raising exercise. The Board also considers that the re-election of the Directors and the proposed amendments to the Memorandum and the Articles are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
CGN Mining Company Limited
Mr. He Zuyuan
Chief Executive Officer

The following explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the forthcoming AGM authorising the Repurchase Mandate and to enable all Shareholders to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, there was a total of 3,332,586,993 Shares in issue. Subject to the passing of the ordinary resolution as set out in the notice of the AGM and assuming that no further Shares are issued or purchased by the Company, the Directors would be authorised to repurchase up to 333,258,699 Shares (being 10% of the Shares in issue) during the period up to (i) the next annual general meeting of the Company in 2013; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Law to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR REPURCHASE

Notwithstanding that the Directors have no present intention to repurchase any Shares, the Directors believe that it is in the best interest of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the value of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. GENERAL

As disclosed in the most recent published audited consolidated financial statements of the Company for the year ended 31 December 2011, the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed share repurchases were to be carried out in full during the proposed purchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

4. FUNDING OF REPURCHASES

Repurchase made pursuant to the Repurchase Mandate must be funded out of the funds legally available for such purpose and in accordance with the memorandum of association of the Company, the Articles, the Companies Law and the applicable laws of the Cayman Islands and the Listing Rules.

The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a new issue of Shares made for the purpose of the repurchase. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Such purchase may not be made if, on the date the purchase is to be effected, there are reasonable grounds to believe that the Company is, or after the purchase would be, unable to pay its liabilities as they become due.

A listed company in Hong Kong may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the Listing Rules.

5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention, in the event that the repurchase proposal is approved by the Shareholders, to sell Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, the Company has not been notified by any of its connected person (as defined in the Listing Rules) that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange, so far as the same may be applicable, that they will only exercise the power of the Company to make repurchases of its Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles and all applicable laws of the Cayman Islands.

6. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on exercise of the power to repurchase Shares under the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent so as to result in triggering a mandatory offer obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the following Shareholders have beneficial interests representing 5% or more of the issued share capital of the Company within the meaning of Part XV of the SFO:

Name of Shareholders	Number of Shares held	Before repurchase	After repurchase
Perfect Develop Holding Inc. (Notes 1, 3)	522,526,940 Shares	15.68%	17.42%
China Uranium Development Company Limited (Notes 2, 3)	1,670,000,000 Shares	50.11%	55.70%
CGNPC-NFC (Notes 2, 3)	1,670,000,000 Shares	50.11%	55.70%
CGNPC (Notes 2, 3)	1,670,000,000 Shares	50.11%	55.70%

Notes:

- (1) Perfect Develop Holdings Inc. is beneficially owned as to 58.28% by Mr. Tao Lung, 30.67% by Mr. Huang Jianming and 11.05% by Mr. Liu James Jin. Pursuant to a share charge dated 1 April 2011 (the “Share Charge”), Perfect Develop Holding Inc. charged 450,000,000 Shares in favour of China Uranium Development.
- (2) China Uranium Development is also interested in convertible bonds in the principal amount of HK\$600,000,000 issued by the Company (the “Convertible Bonds”), which can be converted into 2,608,695,652 Shares. China Uranium Development is solely and beneficially owned by CGNPC-NFC which in turn is held by CGNPC.
- (3) Assuming that the Share Charge is not enforced by China Uranium Development and the Convertible Bonds are not converted into Shares from the Latest Practicable Date up to the date of AGM.

In the event that the Repurchase Mandate is exercised in full and given that the Repurchase Mandate has been approved by the Shareholders, the interest of the above Shareholders will be increased to approximately the respective percentage shown in the last column above. On the basis of the shareholding held by the Shareholders named above, an exercise of the Repurchase Mandate in full will not give rise to an obligation on them to make a mandatory offer under Rule 26 of the Takeovers Code.

7. SHARE PURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months period immediately preceding the Latest Practicable Date.

8. SHARE PRICES

During each of the previous twelve calendar months immediately preceding the Latest Practicable Date, the highest and lowest prices at which the Shares had been traded on the Stock Exchange were as follows:

	Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2011		
April	1.11	0.59
May	1.69	0.84
June	1.51	1.10
July	1.50	1.17
August	1.37	0.96
September	1.20	0.56
October	1.20	0.61
November	1.16	0.91
December	1.18	0.86
2012		
January	1.09	0.90
February	0.98	0.87
March	1.20	0.89
April (up to the Latest Practicable Date)	1.01	0.95

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

Executive Directors

Mr. He Zuyuan (“**Mr. He**”), aged 46, joined the Company as the chief executive officer, executive Director and authorized representative in August 2011. He joined CGN Group in 2007, and is currently a deputy general manager of CGNPC-NFC. He had served as a CFO of CGNPC-NFC. Mr. He has over 21 years of experience in uranium exploration and financial management. He has worked for Nanjing Zhongda Group for 3 years, serving as its Chief Financial Officer and vice president. Mr. He is currently a director of Beijing Sino-Kaz Uranium Resources Investment Company Limited, Energy Metals Ltd. (a listed company in Australia, stock code: EME), China Uranium Development Company Limited, Kalahari Minerals Plc, Extract Resources Ltd (a listed company in Australia, Toronto and Namibia (stock code: EXT), Taurus Mineral Limited and Semizbay-U LLP. Mr. He graduated with a bachelor degree in geological economics from East China Institute of Geology in 1988 and was also awarded an MBA degree from Tsinghua University.

Mr. He was appointed as Director for an initial term of two years commencing from 18 August 2011. He has entered into a service agreement with the Company for an initial term of two years and will continue thereafter until terminated by not less than three months’ notice in writing served by either party to the other. Mr. He is entitled to an annual salary of HK\$950,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company’s affairs.

Save as disclosed above, as at the Latest Practicable Date, Mr. He did not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. He does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Mr. He which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Mr. Li Zhengguang (“**Mr. Li**”), aged 39, joined the Company as an executive Director in August 2011. He joined CGN Group in 2008, and is currently a deputy head of financial department of CGNPC-NFC. Mr. Li has over 16 years of experience in financial management. He has worked for China Construction Bank, serving as a deputy head and then as head of the Finance Department of Shanxi Changzhi Branch. Mr. Li is currently a director of CGNPC URC Logistics (Beijing) Co., Ltd. and Newkum Inc.. Mr. Li graduated with an MBA degree from Tsinghua University in 2008.

Mr. Li was appointed as Director for an initial term of two years commencing from 18 August 2011. He has entered into a service agreement with the Company for an initial term of two years and will continue thereafter until terminated by not less than three months’ notice in writing served by either party to the other. Mr. Li is entitled to an annual salary of HK\$800,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company’s affairs.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li did not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Li does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Mr. Li which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Ms. Zheng Xiaowei (“**Ms. Zheng**”), aged 45, joined the Company as a non-executive Director in August 2011 and was re-designated as an executive Director on 15 March 2012. Ms. Zheng worked in the finance department and planning department of CGNPC during 1998-2002. She is currently the Chief Legal Advisor and Company Secretary of CGNPC-NFC and a director of the following companies: Beijing Sino-Kaz Uranium Resources Investment Company Limited, Newkum Inc., CGNPC URC Logistics (Beijing) Co., Ltd, Energy Metals Ltd. (a listed company in Australia, stock code: EME) and China Uranium Development Company Limited. Prior to that, she served as a head of the investment and legal department of CGNPC-NFC. Ms. Zheng has over 15 years of experience in investment, project management and corporate governance. Ms. Zheng graduated with a bachelor degree of industrial automation from Zhejiang University in 1988 and was also awarded a master degree of information engineering in 1992.

Ms. Zheng was appointed as Director for an initial term of two years commencing from 18 August 2011. She has entered into a service agreement with the Company for an initial term of two years and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other. Ms. Zheng is entitled to an annual salary of HK\$150,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company's affairs.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zheng did not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Ms. Zheng does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Ms. Zheng which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders.

Non-Executive Directors

Mr. Yu Zhiping ("Mr. Yu"), aged 48, joined the Company as chairman and non-executive Director in August 2011. Mr. Yu is a senior engineer. He joined CGN Group in 1989, and is currently a general manager of CGNPC-NFC. Prior to that, he was the secretary general of the Financial and Economic Affairs Committee, director of the research centre, and a general manager of the strategic planning department of CGNPC. Mr. Yu has over 22 years of experience in corporate management and uranium exploration. Mr. Yu is currently the Chairman of CGNPC Uranium Resource Xinjiang Co., Ltd, CGNPC Uranium Resource Guangdong Co., Ltd and China Uranium Development Company Limited. He is also a director of Kalahari Minerals Plc, Extract Resources Ltd (a listed company in Australia, Toronto and Namibia, stock code: EXT) and Taurus Mineral Limited. Mr. Yu graduated with a bachelor degree in Engineering Mechanics from Huazhong University of Science & Technology in 1985.

Mr. Yu was appointed as Director for an initial term of two years commencing from 18 August 2011. He has entered into a service agreement with the Company for an initial term of two years and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other. Mr. Yu is entitled to an annual salary of HK\$200,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company's affairs.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu did not have any other relationships with any Directors, senior management, substantial shareholders or controlling

shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Yu does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Mr. Yu which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to her re-election that need to be brought to the attention of the Shareholders.

Mr. Wei Qiyan (“**Mr. Wei**”), aged 44, joined the Company as a non-executive director in August 2011. He is a senior engineer and a holder of doctorate degree in Management. Mr. Wei joined CGN Group in 1991, and is currently a deputy general manager of CGNPC-NFC. Prior to that, he served as the head of the planning and contract department and the contract manager of the engineering department in Taishan Nuclear Power Joint Venture Co., Ltd. Mr. Wei has over 20 years of experience in nuclear fuel, nuclear power plant technology, contract management and corporate management. Mr. Wei graduated with a master degree in engineering from Tsinghua University in 1991 and received a doctorate degree in management from Huazhong University of Science and Technology in 2007.

Mr. Wei was appointed as Director for an initial term of two years commencing from 18 August 2011. He has entered into a service agreement with the Company for an initial term of two years and will continue thereafter until terminated by not less than three months’ notice in writing served by either party to the other. Mr. Wei is entitled to an annual salary of HK\$150,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company’s affairs.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wei did not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Wei does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Mr. Wei which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Mr. Chen Zhiyu (“**Mr. Chen**”), aged 50, joined the Group in November 2009. He ceased to be chief executive officer of the Company in August 2011. He graduated with a bachelor degree in Science from Southwest China Normal College (西南師範學院) (presently known as Southwest University) in 1982 and a master degree in Economics from Southwestern University of Finance and Economics (西南財經大學) in 1990. Mr. Chen has over 10 years of experience in pharmaceutical industry. He was the general manager of Beijing Xianmai Medicine Company Limited (北京先邁醫藥有限公司) from 2000 to 2002, and the general manager and chairman of Guangdong Suntop Pharmaceutical Co., Ltd. (廣東信東醫藥有限公司) from 2003 to October 2009. Mr. Chen has approximately 52% shareholding in the said Guangdong Suntop Pharmaceutical Co., Ltd..

Mr. Chen was re-designated from an executive director to a non-executive director of the Company for an initial term of two years commencing from 18 August 2011. He has entered into a service agreement with the Company for an initial term of two years and will continue thereafter until terminated by not less than three months’ notice in writing served by either party to the other. Mr. Chen is entitled to an annual salary of HK\$150,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company’s affairs.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen did not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Chen is interested in 26,666 shares of the Company. Save as disclosed above, Mr. Chen does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Mr. Chen which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Independent Non-Executive Directors

Mr. Ling Bing (“**Mr. Ling**”), aged 45, a qualified lawyer in the PRC and a professor of the Faculty of Law of the Chinese University of Hong Kong, joined the Company in August 2011. Mr. Ling is also the secretary of the International Law Association (ILA) (Hong Kong Chapter), a member of the Executive Council of the Chinese Society of International Law, a member of Constitutional Affairs Committee of the Law Society of Hong Kong, a consultant to the research centre of law of the sea of School of Law of Tsinghua University, a consultant to the Centre of Comparative Law and Transnational Law of Tilburg University in the Netherlands and an external consultant for both the LLM Program in Chinese Law of the Faculty of Law of the University of Hong Kong and the LLM Program of the Open University of Hong Kong. Mr. Ling was a visiting professor of the Law School of Tsinghua University, an adjunct professor of School of Law of Fudan University, a visiting professor of Law School of the University of Michigan, and a tutor of the Institute of International Law of Peking University. Mr. Ling has over 21 years of experience in Business Law teaching and research. Mr. Ling has an LLB degree from Peking University and an LLM degree from the University of Michigan.

Mr. Ling was appointed as Director for an initial term of two years commencing from 18 August 2011. He has entered into a service agreement with the Company for an initial term of two years and will continue thereafter until terminated by not less than three months’ notice in writing served by either party to the other. Mr. Ling is entitled to an annual salary of HK\$120,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company’s affairs.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ling did not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Ling does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Mr. Ling which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Mr. Qiu Xianhong (“**Mr. Qiu**”), aged 49, a Certified Public Accountant in the PRC and a senior accountant. Mr. Qiu joined the Company in August 2011. Mr. Qiu is a partner of Beijing QQCPA Accounting Firm. Mr. Qiu is also a finance consultant to China Institute of Strategy and Management. Mr. Qiu was the deputy head of the financial department and asset management department of China National Packaging Corporation, and the deputy director of the Financial Department of China Patent Bureau. Mr. Qiu has over 27 years of experience in financial accounting, financial management and auditing. Mr. Qiu graduated with a bachelor degree in financial accounting from Jiangxi University of Finance and Economics.

Mr. Qiu was appointed as Director for an initial term of two years commencing from 18 August 2011. He has entered into a service agreement with the Company for an initial term of two years and will continue thereafter until terminated by not less than three months’ notice in writing served by either party to the other. Mr. Qiu is entitled to an annual salary of HK\$120,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company’s affairs.

Save as disclosed above, as at the Latest Practicable Date, Mr. Qiu did not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Qiu does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Mr. Qiu which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Mr. Huang Jinsong (“**Mr. Huang**”), aged 42, an associate professor of Corporate Management of the School of Economics and Management of Beijing University of Aeronautics and Astronautics, joined the Company in August 2011. Mr. Huang has worked as the chief consultant to Beijing Zhengxinchuangye Investment Consulting Company Limited for 3 years. Mr. Huang has over 12 years of experience in corporate reorganization and development strategy. Mr. Huang has a master degree and a doctorate degree in Management, both of which are from Tsinghua University.

Mr. Huang was appointed as Director for an initial term of two years commencing from 18 August 2011. He has entered into a service agreement with the Company for an initial term of two years and will continue thereafter until terminated by not less than three months’ notice in writing served by either party to the other. Mr. Huang is entitled to an annual salary of HK\$120,000, which was determined by the Company with reference to the duties and level of responsibilities, the remuneration policy of the Company and the working experience, skill, knowledge and involvement in the Company’s affairs.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang did not have any other relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and did not hold any directorship and position in the Group or in other listed companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. As at the Latest Practicable Date, Mr. Huang does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders. There is no other information regarding Mr. Huang which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1164)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of CGN Mining Company Limited (the “**Company**”) will be held at Kellett Room III, 3/F, The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on 16 May 2012 (Wednesday) at 10:30 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements for the year ended 31 December 2011 and the reports of the directors (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2011.
2. To re-elect retiring Directors and to authorise the board of Directors to fix the remuneration of the Directors.
3. To re-appoint SHINEWING (HK) CPA LIMITED as the auditors of the Company and to authorise the board of Directors to fix their remuneration.

As special businesses, to consider, and if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (b), pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make, issue or grant offers, agreements and options and other rights, or issue warrants and other securities including bonds, debentures, and notes convertible into shares of the Company, which will or might require the shares of the Company to be allotted, issued or disposed of during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights granted under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares for a period fixed by the Directors to holders of shares of the Company thereon on the register of members on a fixed record date in proportion to their then holding of such shares thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

5. **“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares, subject to and in accordance with all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed ten percent (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) above of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
 - (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the general mandate granted to the Directors to allot, issue and deal with any additional shares of the Company be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the number of shares in the capital of the Company that are repurchased by the Company under the authority granted to the Directors as mentioned in ordinary resolution no.5 above to purchase such shares, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 4 above.”

As special businesses, to consider, and if thought fit, pass the following resolutions as a special resolution:

SPECIAL RESOLUTIONS

7. “**THAT** the memorandum of association of the Company be amended in the following manner:
- (a) By deleting the existing clause 1 in its entirety and substituting with the following:

“1. The name of the Company is “CGN Mining Company Limited”.”;
 - (b) By deleting the words “P.O. Box 2681 GT, 3rd Floor, Zephyr House, Mary Street, George Town, Grand Cayman, British West Indies” in the second line of the existing clause 2 after the words “Codan Trust Company (Cayman) Limited” and replacing it with the words “Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands”; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) By deleting the words “HK\$390,000.00 divided into 3,900,000” in the first line of the existing clause 6 after the words “The share capital of the Company is” and replacing it with the words “HK\$500,000,000.00 divided into 50,000,000,000” and by deleting “HK\$0.10” in the second line of the existing clause 6 and replacing it with “HK\$0.01”.
8. **“THAT** the amended and restated memorandum of association of the Company, in the form of the document produced to the meeting and marked “A” and signed by the Chairman of the meeting for the purpose of identification, which consolidates all of the proposed amendments referred to in Resolution 7 above, be approved and adopted as the amended and restated memorandum of association of the Company in substitution for and to the exclusion of the existing memorandum of association of the Company with immediate effect, and that any director or the Company Secretary of the Company be authorised to do all things and acts to effect the adoption of the amended and restated memorandum of association and to make relevant registrations and filings in accordance with the applicable laws, regulations and requirements.”
9. **“THAT** the articles of association of the Company (the **“Articles”**) be amended in the following manner:
- (a) By deleting the existing Article 72 in its entirety and substituting with the following:
- “72. At any general meeting a resolution put to the vote of the meeting shall be decided on by way of poll, save that the Chairman may in good faith, allow a resolution which relates purely to a procedural and administrative matter to be voted on by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (i) by the Chairman of the meeting; or
 - (ii) by at least three shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
 - (iii) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
 - (iv) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised

NOTICE OF ANNUAL GENERAL MEETING

representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

For the purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.”;

- (b) By deleting the existing Article 73 in its entirety and substituting with the following:

“73. Where a resolution is voted on by a show of hands, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”;

- (c) By deleting the existing Article 74 in its entirety and substituting with the following:

“74. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”;

- (d) By deleting the existing Article 75 in its entirety and replacing it with the words “Intentionally deleted”;

- (e) By deleting the existing Article 77 in its entirety and replacing it with the words “Intentionally deleted”;

- (f) By deleting the existing Article 107(H)(vi) in its entirety and replacing it with the words “Intentionally deleted”;

- (g) By deleting the existing Article 107(I) in its entirety and replacing it with the words “Intentionally deleted”;

- (h) By deleting the existing Article 107(J) in its entirety and replacing it with the words “Intentionally deleted”.

NOTICE OF ANNUAL GENERAL MEETING

- (i) By deleting the existing Article 110 (A) in its entirety and substituting with the following:

“110.(A) Unless otherwise determined by an Ordinary Resolution of the members of the Company and approved by the Board, the number of Directors shall be not less than two (2) and not more than thirteen (13).”;

- (j) By deleting the words “Special Resolution” in the third line of the existing Article 176 (B) after the words “remove the Auditor or Auditors by” and replacing it with the words “Ordinary Resolution”;

10. “**THAT** the amended and restated articles of association of the Company, in the form of the document produced to this meeting and marked “B” and signed by the Chairman of the meeting for the purpose of identification, which consolidates all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings together with all of the proposed amendments referred to in Resolution 9 above be approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect, and that any director or the company secretary of the Company be authorised to do all such things and acts to effect the adoption of the amended and restated articles of association and to make relevant registrations and filings in accordance with the applicable laws, regulations and requirements.”

By Order of the Board
CGN Mining Company Limited
Mr. He Zuyuan
Chief Executive Officer

Hong Kong, 12 April 2012

Registered office:

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

*Head office and principal office
in Hong Kong:*

Unit 7, 31st Floor, Tower 1
Lippo Centre, 89 Queensway
Hong Kong

Notes:

1. A member of the Company 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 stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and together with the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the appointed time for holding the meeting or any adjournment thereof.
2. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish. In such event, the instrument appointing a proxy shall be deemed to revoked.

NOTICE OF ANNUAL GENERAL MEETING

3. 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.
4. An explanatory statement containing further details regarding resolutions nos.4 to 6 above as required by the Listing Rules is set out in Appendix I to the circular which will be dispatched to shareholders together with the annual report of the Company for the year ended 31 December 2011.
5. As at the date of this notice, the executive Directors are Mr. He Zuyuan, Mr. Li Zhengguang and Ms. Zheng Xiaowei; the non-executive Directors are Mr. Yu Zhiping, Mr. Wei Qiyang and Mr. Chen Zhiyu; and the independent non-executive Directors are Mr. Ling Bing, Mr. Qiu Xianhong and Mr. Huang Jinsong.