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(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

(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

(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

- (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

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”.

- (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.

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.