

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



中广核矿业有限公司*
CGN Mining Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1164)

**CHANGE OF DIRECTOR,
CHANGE OF COMPOSITION OF REMUNERATION COMMITTEE
AND
CHANGE OF AUTHORISED REPRESENTATIVES**

The Board announces that:

- 1) Mr. He has tendered his resignation as an executive Director, vice president and member of the Remuneration Committee of the Company with effect from 25 June 2015.
- 2) Mr. Xing has been appointed as an executive Director, vice president and member of the Remuneration Committee of the Company with effect from 25 June 2015.
- 3) Following his resignation as an executive Director, Mr. He has ceased to act as the authorised representative under the Listing Rules and the authorised representative of the Company for accepting service of process and notice in Hong Kong under the Companies Ordinance, and Mr. Xing has been appointed as the replacement of such positions, both with effect from 25 June 2015.

RESIGNATION OF DIRECTOR

The Board announces that Mr. He has tendered his resignation as an executive Director, vice president and member of the Remuneration Committee of the Company with effect from 25 June 2015 in order to devote more time to pursue other career developments.

Mr. He 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. He for his invaluable contribution to the Board during his term of office with the Company.

APPOINTMENT OF DIRECTOR

The Board announces that Mr. Xing has been appointed as an executive Director, vice president and member of the Remuneration Committee of the Company with effect from 25 June 2015. He would continue to take the office of chief financial officer of the Company.

Mr. Xing, aged 44, is currently the chief financial officer of the Company and was a non-executive director of the Company from 5 December 2013 to 1 June 2014. Mr. Xing is also a non-executive director of Energy Metals Limited (a listed company in Australia, stock code: EME). Prior to joining the Company, he had served as the deputy head and technician of the Miners Bridge area of Yinggangling Mining Bureau of Jiangxi Province, the deputy section head of the Finance Department of Changsha Research Institute of Mining and Metallurgy, general manager of the Finance Department of China Potevio* (中國普天信息產業集團) and general manager of the Finance Department of CGNPC. Since April 2014, Mr. Xing has been appointed as the chief accountant of CGNPC-URC. Mr. Xing graduated from Hunan Xiangtan Mining Institute* (湘潭礦業學院) with a bachelor of engineering degree in mining engineering in 1995; and obtained a master of management degree in accounting from Wuhan University of Technology in 2002. Mr. Xing is a Certified Public Accountant in the PRC. Mr. Xing has over 20 years of experience in mining, financial management and capital operation.

The length of service of Mr. Xing as an executive Director of the Company is determined in accordance with his service contract and the Articles. Mr. Xing's appointment may be terminated by Mr. Xing or the Company giving three months' notice of termination to each other and/or otherwise in accordance with the Articles. The term of Mr. Xing's appointment with the Company will continue until the date of next annual general meeting of the Company. Unless re-appointed at such meeting and subject to the provisions of the Articles and other applicable laws, a Director must vacate office.

As an executive Director of the Company, Mr. Xing is entitled to a fee of HK\$864,000 per annum, which has been determined with reference to his experience, duties and responsibilities with the Company.

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

Save as disclosed above, Mr. Xing 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 or any other position with the Company or any of its subsidiaries.

Further, Mr. Xing 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, and 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. Xing as an executive Director of the Company.

CHANGE OF COMPOSITION OF REMUNERATION COMMITTEE

The Board announces that following the aforesaid change of Director, the members of the Remuneration Committee are as follows:

Remuneration Committee

Mr. Qiu Xianhong (Chairman)

Mr. Yu Zhiping

Mr. Xing Jianhua

Mr. Lee Kwok Tung Louis

Mr. Gao Pei Ji

CHANGE OF AUTHORISED REPRESENTATIVES

The Board announces that following the resignation of Mr. He as an executive Director, Mr. He has ceased to act as the authorised representative under the Listing Rules and the authorised representative of the Company for accepting service of process and notice in Hong Kong under the Companies Ordinance, and Mr. Xing has been appointed as the replacement of such positions, both with effect from 25 June 2015.

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
“Board”	the board of Directors of the Company
“CGNPC”	中國廣核集團有限公司 China General Nuclear Power Corporation* (formerly known as 中國廣東核電集團有限公司 China Guangdong Nuclear Power Holding Corporation, Ltd.*), a state-owned enterprise established in the PRC and the sole shareholder of CGNPC-URC and the ultimate controlling shareholder of the Company
“CGNPC-URC”	中廣核鈾業發展有限公司 CGNPC Uranium Resources Co., Ltd.*, a company established in the PRC with limited liability and the controlling shareholder 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)

“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“controlling shareholder”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company, including the independent non-executive director(s)
“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. He”	Mr. He Zuyuan (何祖元)
“Mr. Xing”	Mr. Xing Jianhua (辛建華)
“PRC”	The People’s Republic of China
“Remuneration Committee”	the 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
Zhou Zhenxing
Chairman

Hong Kong, 25 June 2015

As at the date of this announcement, the board of Directors of the Company comprises two executive Directors: Mr. Yu Zhiping (chief executive officer) and Mr. Xing Jianhua, four non-executive Directors: Mr. Zhou Zhenxing (chairman), Mr. Chen Qiming, Mr. Yin Engang and Mr. Huang Jianming and three independent non-executive Directors: Mr. Qiu Xianhong, Mr. Gao Pei Ji and Mr. Lee Kwok Tung Louis.

* *For identification purpose only*