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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1164)

CHANGE OF DIRECTORS, CHANGE OF CHIEF FINANCIAL OFFICER, CHANGE OF JOINT COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND AGENT FOR SERVICE OF PROCESS, AND CHANGE OF COMPOSITION OF AUDIT COMMITTEE

The Board of the Company announces that:

- 1) Mr. Xing has tendered his resignation as a non-executive Director and from membership of the Audit Committee of the Company with effect from 1 June 2014 and following the resignation of Ms. Jin, Mr. Xing will be appointed as the chief financial officer of the Company with effect from 1 June 2014.
- 2) Mr. Yin has been appointed as a non-executive Director of the Company with effect from 1 June 2014.
- 3) Ms. Jin has resigned as the chief financial officer of the Company with effect from 1 June 2014.
- 4) Mr. Kong has ceased to act as the joint company secretary, the authorised representative of the Company and the agent for service of process in Hong Kong under the Companies Ordinance with effect from 1 June 2014. Following his cessation, Ms. Zheng has been appointed as the joint company secretary of the Company and Ms. Lai has been appointed as the authorised representative of the Company and the agent for service of process in Hong Kong under the Companies Ordinance, both with effect from 1 June 2014.
- 5) Following the changes to the Directors set out above, corresponding changes have been made to the membership of the Audit Committee of the Company.

RESIGNATION OF DIRECTOR

The Board of the Company announces that due to the decision to devote more time to other career developments, Mr. Xing has resigned as a non-executive Director and from membership of the Audit Committee of the Company with effect from 1 June 2014.

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

APPOINTMENT OF DIRECTOR

Mr. Yin Engang

The Board announces that Mr. Yin has been appointed as a non-executive Director and a member of the Audit Committee of the Company with effect from 1 June 2014.

Mr. Yin, aged 46, since 1996, Mr. Yin has worked in various subsidiaries of CGNPC. Between July 1996 and March 1997, Mr. Yin was an auditor in Ling Ao Nuclear Power Co., Ltd.* (嶺澳核電有限公司). In March 1997, he joined Guangdong Nuclear Power Joint Venture Company Limited* (廣東核電合營有限公司) as an accounting manager/deputy director. In July 1999, Mr. Yin left the position and returned to Ling Ao Nuclear Power Co., Ltd. as the deputy director and director in charge of cost control. In March 2003, Mr. Yin was promoted to the position of chief accountant. In August 2006, Mr. Yin joined Liaoning Hongyanhe Nuclear Power Co., Ltd.* (遼寧紅沿河核電有限公司) as the chief accountant, a position which he held until October 2007. Between October 2007 and April 2014, Mr. Yin worked in China Guangdong Nuclear Power Industry Investment Fund Management Co., Ltd.* (中廣核產業投資基金管理有限公司) as the deputy head of the preparatory group, and was promoted to chief financial officer in July 2008. Since April 2014, Mr. Yin holds the position of the general manager of the finance department of CGNPC. Mr. Yin is currently a non-executive director of CGN Finance Co., Ltd. (中廣核財務有限責任公司) (which is also a subsidiary of CGNPC) and CGNPC-URC. Mr. Yin graduated with a Master of Management Engineering degree from Shanxi School of Mechanics* (陝西機械學院).

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

As a non-executive Director of the Company, Mr. Yin is entitled to a Director's fee of HK\$150,000 per annum which has been determined with reference to his experience, duties and responsibilities with the Company.

The term of Mr. Yin'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. Yin is (within the meaning of Part XV of the SFO) not interested in any shares of the Company.

Save as disclosed above, Mr. Yin 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. Yin 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. Yin 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. Yin as a non-executive Director of the Company.

CHANGE OF CHIEF FINANCIAL OFFICER

The Board announces that Ms. Jin has resigned from the office as the chief financial officer of the Company with effect from 1 June 2014. Ms. Jin confirms that she does not have any disagreement with the Board and there is no other matter relating to her resignation which needs to be brought to the attention of the shareholders of the Company.

Following the resignation of Ms. Jin as the chief financial officer of the Company, the Board announces that Mr. Xing has been appointed as the chief financial officer of the Company with effect from 1 June 2014.

Mr. Xing, aged 42, has been appointed as a non-executive director of the Company from 5 December 2013 to 1 June 2014. In March 2002, he joined Changsha Research Institute of Mining and Metallurgy Co., Ltd. as head of the finance department and he resigned from the position in April 2005. Between April 2005 and February 2006, Mr. Xing was the general manager of the finance department of China Potevio Co., Ltd. In February 2006, Mr. Xing joined the accounting division of the finance department of China Guangdong Nuclear Power Engineering Co., Ltd. and in April 2006, he was promoted to the head of the accounting division of the finance department. In June 2007, he was further promoted to head of the finance project investment control department of China Guangdong Nuclear Power Engineering Co., Ltd. In May 2008, he joined CGNPC as assistant general manager of the finance department and then between May 2009 and January 2012, he was promoted to the deputy general of the finance department. Between January 2012 and April 2014, Mr. Xing held the position of the general manager of the finance department of CGNPC. Since April 2014, Mr. Xing has been appointed as chief financial officer of CGNPC-URC. Mr. Xing graduated with a Bachelor of Mining Engineering degree from Hunan University of Science and Technology and a Master of Accounting degree from Wuhan University of Technology.

The Board would like to express its sincere gratitude to Ms. Jin for her past contribution to the Company and to welcome Mr. Xing as the chief financial officer of the Company.

CHANGE OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE AND AGENT FOR SERVICE OF PROCESS

The Board announces that Mr. Kong has ceased to act as the joint company secretary and authorised representative of the Company with effect from 1 June 2014. Mr. Kong confirms that he does not have any disagreement with the Board and there is no other matter relating to his cessation which needs to be brought to the attention of the shareholders of the Company.

Following his cessation, the Board announces that Ms. Zheng has been appointed as the joint company secretary of the Company and Ms. Lai has been appointed as the authorised representative of the Company and the agent for service of process in Hong Kong under the Companies Ordinance, both with effect from 1 June 2014.

Pursuant to Rule 3.28 of the Listing Rules, the Company must appoint a company secretary who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Although Ms. Zheng does not possess the relevant qualifications as set out in Rule 3.28 of the Listing Rules, the Company believes that Ms. Zheng is an ideal candidate to serve as one of the joint company secretaries due to her experience and academic qualifications and her familiarity with the Company's operations. She also has extensive industry knowledge.

The Company has made application to the Stock Exchange for and the Stock Exchange has granted a waiver from strict compliance with the requirements under Rule 3.28 of the Listing Rules. The waiver is valid for a period of three years commencing from the date of appointment, on the conditions that, inter alia, (i) Ms. Zheng will be assisted by Ms. Lai during the waiver period; and (ii) the Company shall notify the Stock Exchange at the end of the waiver period for the Stock Exchange to re-visit the situation. It is expected that after the end of the waiver period, the Company is able to demonstrate that Ms. Zheng can satisfy Rule 3.28 after having the benefit of Ms. Lai's assistance such that a further waiver will not be necessary.

Ms. Zheng, aged 47, is the general counsel of the Company. She is a director of China Uranium Development and various subsidiaries held by China Uranium Development, namely Thesaurus Mineral Limited, Miraculum Mineral Limited, Taurus Mineral Limited, Newkum Inc. and Urancap Inc. She is also the general counsel and the secretary of the board of CGNPC-URC. Ms. Zheng is also a director of Beijing Sino-Kaz Uranium Resources Investment Company Limited, a wholly owned subsidiary of CGNPC-URC. Ms. Zheng joined CGNPC in 1998. She was a non-executive Director of the Company during the period from August 2011 to March 2012 and an executive Director of the Company during the period from March 2012 to July 2012.

Ms. Zheng received a Master of Informatics degree from China Defense Science and Technology Information Center* (中國國防科技信息中心) in 1992 and a Bachelor of Automatic Control degree from Zhejiang University* (浙江大學) in 1988. She became a qualified accountant in the PRC since 2006. In 2012, she acquired the qualification of corporate legal adviser* (企業法律顧問資格) in the PRC. She has over 18 years' experience in project investment and financial management, and over 7 years' experience in legal affairs management. She also has extensive experience in corporate governance.

The Board would like to express its sincere gratitude to Mr. Kong for his past contribution to the Company and to welcome Ms. Zheng as the joint company secretary of the Company and Ms. Lai as the authorised representative of the Company.

CHANGE OF COMPOSITION OF AUDIT COMMITTEE

The Board announces that in connection with the change of Directors above, the member of the Audit Committee has been changed as follows:

Audit Committee

Mr. Qiu Xianhong (*Chairman*)

Mr. Yin Engang

Mr. Ling Bing

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”	the audit committee of the Company
“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 sole shareholder of China Uranium Development
“China Uranium Development”	China Uranium Development Company Limited 中國鈾業發展有限公司, a company incorporated in Hong Kong 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”	Companies Ordinance (Cap. 622 of the laws of Hong Kong)
“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. Kong”	Mr. Kong Chun Hin Jason (江俊軒)
“Mr. Xing”	Mr. Xing Jianhua (辛建華)
“Mr. Yin”	Mr. Yin Engang (尹恩剛)
“Ms. Jin”	Ms. Jin Yunfei (靳雲飛)
“Ms. Lai”	Ms. Lai Siu Kuen (黎少娟)
“Ms. Zheng”	Ms. Zheng Xiao Wei (鄭曉衛)
“PRC”	The People’s Republic of China

“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

* *For identification purpose only*

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

Hong Kong, 29 May 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. Xing Jianhua and Mr. Huang Jianming, and our independent non-executive Directors are Mr. Ling Bing, Mr. Qiu Xianhong and Mr. Huang Jinsong.