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(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1164)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 16 MAY 2012

The board of directors (the “**Board**”) of CGN Mining Company Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company (the “**AGM**”) held on 16 May 2012, all the proposed ordinary resolutions and special resolutions set out in the notice of the AGM were duly passed by way of poll.

Reference is made to the circular of the Company dated 12 April 2012 (the “**Circular**”), in relation to, among other matters, proposals for general mandates to issue and repurchase Shares, proposed re-election of Directors, proposed amendments to the memorandum of association and the articles of association and the adoption of amended and restated memorandum of association and the articles of association. Unless otherwise defined, capitalised terms used herein shall have the same meaning as defined in the Circular.

RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions (the “**Resolutions**”) set out in the notice of the AGM dated 12 April 2012 were duly passed by the Shareholders by way of poll at the AGM.

The poll results in respect of the Resolutions were as follows:

RESOLUTIONS		Number of votes (approximate %)	
ORDINARY RESOLUTIONS		For	Against
1.	To consider and adopt the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2011.	2,218,031,917 (100%)	0 (0%)
2.	(a) To re-elect Mr. Yu Zhiping as a non-executive director of the Company;	2,214,926,876 (99.86%)	3,105,041 (0.14%)
	(b) To re-elect Mr. He Zuyuan as an executive director of the Company;	2,214,926,876 (99.86%)	3,105,041 (0.14%)
	(c) To re-elect Mr. Li Zhengguang as an executive director of the Company;	2,214,926,876 (99.86%)	3,105,041 (0.14%)
	(d) To re-elect Ms. Zheng Xiaowei as an executive director of the Company;	2,218,031,917 (100%)	0 (0%)
	(e) To re-elect Mr. Wei Qiyang as a non-executive director of the Company;	2,214,926,876 (99.86%)	3,105,041 (0.14%)
	(f) To re-elect Mr. Chen Zhiyu as a non-executive director of the Company;	2,218,031,917 (100%)	0 (0%)
	(g) To re-elect Mr. Ling Bing as an independent non-executive director of the Company;	2,217,861,917 (99.9923%)	170,000 (0.0077%)
	(h) To re-elect Mr. Qiu Xianhong as an independent non-executive director of the Company;	2,217,861,917 (99.9923%)	170,000 (0.0077%)
	(i) To re-elect Mr. Huang Jinsong as an independent non-executive director of the Company;	2,218,031,917 (100%)	0 (0%)
	(j) To authorise the board of Directors to fix the remuneration of the Directors.	2,218,031,917 (100%)	0 (0%)
3.	To re-appoint Messrs. SHINEWING (HK) CPA LIMITED as auditors of the Company and to authorise the board of Directors to fix their remuneration.	2,214,926,876 (99.86%)	3,105,041 (0.14%)
4.	To consider and approve the general unconditional mandate to the Board of Directors for the issue of additional new shares up to 20% of the issued share capital of the Company.	2,196,431,940 (99.0262%)	21,599,977 (0.9738%)
5.	To consider and approve the general unconditional mandate to the Board of the Directors for repurchase of shares up to 10% of the issued share capital of the Company.	2,218,031,917 (100%)	0 (0%)
6.	To authorize the Board of Directors to allot, issue or otherwise deal with additional shares equal to the number of shares repurchased.	2,196,431,940 (99.0262%)	21,599,977 (0.9738%)

SPECIAL RESOLUTIONS		For	Against
7.	To amend the memorandum of association of the Company.	2,214,926,876 (99.86%)	3,105,041 (0.14%)
8.	To adopt the amended and restated memorandum of association of the Company.	2,214,926,876 (99.86%)	3,105,041 (0.14%)
9.	To amend the articles of association of the Company.	2,218,031,917 (100%)	0 (0%)
10.	To adopt the amended and restated articles of association of the Company.	2,218,031,917 (100%)	0 (0%)

ORDINARY RESOLUTIONS

As more than 50% of the votes were cast in favour of each of the ordinary resolutions, all the ordinary resolutions numbered 1-6 set out above were duly passed as ordinary resolutions of the Company.

SPECIAL RESOLUTIONS

As more than 75% of the votes were cast in favour of each of the special resolutions, all the special resolutions numbered 7-10 set out above were duly passed as special resolutions of the Company.

The Hong Kong branch share registrar of the Company, Union Registrars Limited, was appointed as the scrutineer for the vote-taking at the AGM.

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM was 3,332,586,993 Shares, representing the entire issued share capital of the Company as at the date of the AGM. There were no shares of holders that were required under the Listing Rules to abstain from voting.

There were no restriction on any Shareholders to cast votes on any of the Resolutions proposed at the AGM, and there were no Shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules.

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

Hong Kong, 16 May 2012

As at the date of this announcement, the board of directors of the Company comprises three executive directors: Mr. He Zuyuan (Chief Executive Officer), Mr. Li Zhengguang and Ms. Zheng Xiaowei, three non-executive directors: Mr. Yu Zhiping (Chairman), Mr. Wei Qiyuan, and Mr. Chen Zhiyu and three independent non-executive directors: Mr. Ling Bing, Mr. Qiu Xianhong and Mr. Huang Jinsong.

* *for identification purposes only*