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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 Conference Room 3001, 30F, Tower A, International Centre of Times, 1001 Shaoyaoju Beili, Chaoyang District, Beijing City, PRC on 18 June 2020 (Thursday) at 11:00 a.m. (the “**AGM**”) for the following purposes:

ORDINARY BUSINESS

1. To consider and adopt the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2019.
2. To declare a final dividend of HK\$0.01 per share of the Company for the year ended 31 December 2019.
3. To re-elect:
 - (a) Mr. Yu Zhiping as a non-executive director of the Company;
 - (b) Mr. An Junjing as an executive director of the Company; and
 - (c) Mr. Qiu Xianhong as an independent non-executive director of the Company;each as a separate resolution.
4. To authorise the board of directors (“**Board**”) to fix the remuneration of the directors of the Company.
5. To appoint BDO Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

* For identification purpose only

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

ORDINARY RESOLUTIONS

6. **“THAT:**

- (a) subject to paragraph (b) and compliance with the Rules (**“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the directors of the Company 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 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;
- (b) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of the options granted under the share option scheme of the Company or (iii) an issue of shares as scrip dividends in accordance with the memorandum and articles of association of the Company or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any existing instrument or (v) any issue of shares of the Company pursuant to other authorisation given to the directors of the Company by the shareholders of the Company, 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 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 of the Company 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 of the Company 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 recognised regulatory body or any stock exchange in any territory applicable to the Company).”

7. **“THAT**

- (a) subject to paragraph (b) below and compliance with the Listing Rules, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange or on another stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange, 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 repurchased by the Company pursuant to the approval in paragraph (a) above 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 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 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 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.”

8. “**THAT** subject to the passing of resolution nos. 6 and 7 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to resolution no. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of the nominal amount of shares of the Company repurchased by the Company under the authorisation granted pursuant to resolution no. 7 set out in the notice of convening this meeting.”

By order of the Board
CGN Mining Company Limited
Yu Zhiping
Chairman

Hong Kong, 20 May 2020

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

*Head office and principal office
in Hong Kong:*
Room 1903, 19/F
China Resources Building
No. 26 Harbour Road
Wanchai, Hong Kong

Notes:

1. Alternate arrangement for attending the AGM

To facilitate shareholders attending the AGM, electronic facilities will be set up at Room 1903, 19/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong (the “**Hong Kong Venue**”) where shareholders or his/her/its proxies may participate in the AGM and communicate with other participants of the AGM simultaneously and instantaneously through such electronic facilities. Pursuant to the articles of association of the Company, such participation shall constitute presence in person at the AGM. Shareholders and/or his/her/its proxies attending the Hong Kong Venue may also cast their votes in person in the Hong Kong Venue.

Pursuant to section 3 of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the laws of Hong Kong) (the “**Regulation**”) which is effective up to 21 May 2020 (subject to extension), group gatherings of more than 50 persons for a shareholders’ meeting are required to be accommodated in separate partitioned rooms or areas of not more than 50 persons each. As such, if the effective period of the Regulation is extended to cover the date of the AGM, shareholders may be denied entry to the Hong Kong Venue and to cast their votes if there are more than 50 attendees (or such other number or requirements as prescribed by the Regulation or other applicable laws then in force on the date of the AGM) to ensure compliance with the Regulation and any other applicable laws. Whether shareholders intend to attend the Hong Kong Venue, shareholders are advised to appoint the chairman of the AGM as his/her/its proxy to vote according to his/her/its indicated voting instructions to ensure that he/she/it is able to cast his/her/its votes in relation to the resolutions set out in this notice.

2. Precautionary measures in relation to COVID-19

In view of the ongoing coronavirus disease (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending shareholders, staff and stakeholders from the risk of infection including, without limitation:

- (1) Compulsory temperature checks
- (2) Compulsory wearing of surgical face mask
- (3) No refreshment will be served

Any person who does not wear a surgical face mask, not accept temperature checks, with a body temperature above 37.2 degree Celsius or subject to any Hong Kong government prescribed quarantine (in the case of attending the Hong Kong Venue) may be denied entry into the AGM venue and the Hong Kong Venue. The Company strongly encourages shareholders **NOT to attend the AGM in person**, and advises shareholders to appoint the chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

3. To determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 15 June 2020 to Thursday, 18 June 2020, both days inclusive, during which period no transfer of shares in the Company will be effected. In order to be eligible to attend and vote at the AGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Friday, 12 June 2020.
4. A shareholder entitled to attend and vote at the AGM 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/her/its place. A proxy need not be a shareholder of the Company, but must attend the AGM in person to represent the shareholder. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf. If more than one proxy is so appointed, a photocopy of the form of proxy may be used and the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
5. In order to be valid, the form of proxy together with a power of attorney or other authority, if applicable, under which it is signed (or a notarially certified copy of that power or authority) must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the appointed time for holding the AGM or any adjournment thereof.
6. Delivery of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. In the case of joint holders of share(s), any one of such joint holders may vote, either in person or by proxy, in respect of such share(s) as if he/she/its was solely entitled thereto; but if more than one of such joint holders (whether in person or by proxy) are present at the AGM, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holder(s). 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.
8. An explanatory statement containing further details regarding resolution no. 7 above as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 20 May 2020.
9. The Board has recommended a final dividend of HK\$0.01 per share for the year ended 31 December 2019 and, if such dividend is approved by the shareholders passing resolution no. 2 above, it is expected that such dividend will be paid on or before Friday, 31 July 2020 to those shareholders whose names appear on the register of members of the Company on Tuesday, 30 June 2020.

To determine the entitlement to the final dividend, if so approved, the register of members of the Company will be closed from Wednesday, 24 June 2020 to Tuesday, 30 June 2020, both days inclusive, during which period no transfer of shares in the Company will be effected. In order to be eligible to receive the final dividend, if so approved, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Hong Kong branch share

registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 23 June 2020.

10. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect or extreme conditions caused by super typhoons occurs in Hong Kong any time between 7:30 a.m. and the time of the AGM (being 11:00 a.m.) on the date of the AGM, the AGM will be postponed. The Company will publish an announcement on the website of the Company at www.cgnmc.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Board comprises two executive directors: Mr. An Junjing (chief executive officer) and Mr. Chen Deshao; three non-executive directors: Mr. Yu Zhiping (chairman), Mr. Sun Xu and Mr. Yin Xiong; and three independent non-executive directors: Mr. Qiu Xianhong, Mr. Gao Pei Ji and Mr. Lee Kwok Tung Louis.