

*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: 01164)

**WRITTEN SHAREHOLDERS' APPROVAL  
IN RELATION TO MAJOR TRANSACTION  
OF THE ACQUISITION OF 19.99% EQUITY INTEREST IN FISSION**

**Sole Financial Adviser to the Company**



Reference is made to the announcements of CGN Mining Company Limited (the “**Company**”) dated 21 December 2015 and 11 January 2016, respectively (the “**Announcements**”). Unless otherwise stated, terms defined in this announcement shall have the same meanings when used in the Announcements.

**WRITTEN SHAREHOLDERS' APPROVAL**

As the highest applicable percentage ratio in respect of the Acquisition exceeds 25% but is less than 100%, the transaction contemplated under the Share Subscription Agreement will constitute a major transaction of the Company pursuant to Rule 14.06(3) of the Listing Rules and is therefore subject to the notification, announcement and Shareholders' approval requirements under the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has any material interest in the Acquisition and no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Share Subscription Agreement.

The Board is pleased to announce that in lieu of holding a general meeting, written shareholders' approval has been obtained on 14 January 2016 from China Uranium Development who holds 2,974,347,826 Shares, representing approximately 64.15% of the issued share capital of the Company as at the date of this announcement, approving the Acquisition, the Share Subscription Agreement and the transaction contemplated thereby.

As the conditions set out in Rule 14.44 of the Listing Rules are satisfied, no general meeting of the Shareholders will be convened for the Shareholders' approval of the Acquisition pursuant to Rule 14.44 of the Listing Rules. As disclosed in the Announcements, a circular, for information only, will be despatched to the Shareholders on or before 7 March 2016.

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

Hong Kong, 14 January 2016

*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, three non-executive Directors: Mr. Zhou Zhenxing (chairman), Mr. Chen Qiming and Mr. Yin Engang and three independent non-executive Directors: Mr. Qiu Xianhong, Mr. Gao Pei Ji and Mr. Lee Kwok Tung Louis.*

\* *For identification purpose only*