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中廣核礦業有限公司*
CGN Mining Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1164)

ENTERING INTO OF THE SECOND SUPPLEMENTAL DEED TO SUBSCRIPTION AGREEMENT

This announcement is made by CGN Mining Company Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Reference is made to the announcements published by the Company dated 31 March 2011, 11 April 2011, 18 August 2011, 19 August 2011, 18 February 2014 and 6 January 2015 (the “**Announcements**”) and the circular issued by the Company dated 23 May 2011 (the “**Circular**”) in relation to, among other things, (i) the Share Subscription; and (ii) the CB Subscription.

The Company would like to provide updated information in relation to the Subscription Agreement.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular and the Announcements.

As disclosed in the Company’s announcement dated 6 January 2015, the parties to the Subscription Agreement are under negotiation to further extend the New Reimbursement Period.

The Board is pleased to announce that, the parties have agreed to extend the New Reimbursement Period by entering into a second supplemental deed to the Subscription Agreement on 19 March 2015 (the “**Second Supplemental Deed**”). Pursuant to the Second Supplemental Deed, the definition of Reimbursement Date has been amended to “from the Closing Date to (i) the end of 14 calendar months from the date on which the Company ceases to hold any legal or beneficial interests in any Subsidiaries; or (ii) the date on which the Company ceases to hold any legal or beneficial interests in any Subsidiaries, and the liabilities the Company has or may have in respect of declaration and/or payment of Tax in any Relevant Jurisdictions in relation to the disposal of all or part of the interests in any Subsidiaries have been fully discharged or performed, and all the tax payable by the Company (in particular the liabilities of declaration and payment of tax the Company may have in respect of the performance and completion

of any disposal transactions (if any) relating to all or any interests in the Subsidiaries and the tax to be decided (including but not limited to that in accordance with the Notice of the State Administration of Taxation in relation to Strengthening the Management of Enterprise Income Tax for Equity Transfer of Non-resident Enterprises (Guo Shui Han [2009] No. 698) and the announcement in relation to Certain Issues concerning Enterprise Income Tax for Indirect Transfer of Assets by Non-resident Enterprises (State Administration of Taxation announcement 2015 No. 7)) has been fully paid or waived, whichever is later, or any other date to be agreed by the parties.

Shareholders of the Company and potential investors are advised to exercise caution in dealing in the securities of the Company.

By Order of the Board
CGN Mining Company Limited
Yu Zhiping
Chief Executive Officer

Hong Kong, 19 March 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. He Zuyuan, 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. Lee Kwok Tung Louis, Mr. Qiu Xianhong and Mr. Gao Pei Ji.

* *for identification purposes only*