

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.



中广核礦業有限公司*
CGN Mining Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01164)

**PROPOSED AMENDMENTS TO THE
EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
PROPOSED ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This announcement is made by CGN Mining Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of the Company proposes to amend existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles**”) to allow general meetings of the Company to be held as hybrid or electronic meetings in addition to physical meetings, whereby shareholders of the Company (the “**Shareholders**”) may attend general meetings through electronic means other than physical attendance in person. The amendments are also proposed for explicitly setting out the related powers of the Board and the chairman of the general meetings, including making arrangements for attendance as well as ensuring the security and orderly conduct of such general meetings. Other house-keeping amendments are also proposed to be included in the amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles**”), which include allowing for the use of electronic means in areas including but not limited to voting methods and appointment of proxies for general meetings, and the serving of notices and documents to Shareholders. Furthermore, there are also amendments to the Existing Memorandum and Articles to reflect certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules. The Board proposes to adopt the New Memorandum and Articles in substitution for, and to the exclusion of, the Existing Memorandum and Articles.

The major areas of the proposed amendments (the “**Proposed Amendments**”) to be incorporated in the New Memorandum and Articles are summarized below:

1. to modify and supplement the arrangements for general meetings, which include but are not limited to explicitly stating that annual general meetings must be held within six months after the end of the financial year of the Company, and that all Shareholders have the right to speak and vote (except as required by the Listing Rules to abstain from voting) at a general meeting;
2. to insert and revise the definitions of “Board”, “Directors”, “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting” and “Principal Meeting Place”, and make corresponding changes to the relevant provisions of the existing Memorandum and Articles;
3. to allow all general meetings (including, inter alia, annual general meeting, extraordinary general meeting and any adjourned or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting, in the absolute discretion of the Board;
4. to include additional details to be specified in a notice for general meeting in light of allowing general meetings to be held at one or more locations, or as a hybrid meeting or an electronic meeting;
5. to provide for the proceedings of general meetings which are held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the general meeting in relation thereto;
6. to provide that where it appears to the chairman of the general meeting that the relevant electronic facilities are inadequate to allow the general meeting to be conducted substantially, and/or it is not possible to ascertain the view of those present or to give all entitled persons a reasonable opportunity to communicate or vote, and/or it is not possible to secure the proper and orderly conduct of the meeting, then the chairman of the general meeting can interrupt or adjourn the meeting (including for an indefinite period) without the consent of the general meeting;
7. to provide that where the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or time or place or by means of electronic facilities specified in the notice of the general meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting without approval from the Shareholders;
8. to provide that the Board and, at any general meeting, the chairman of the general meeting may make any arrangement as considered appropriate to ensure the security and orderly conduct of a meeting, and that any such decision made shall be final and conclusive;
9. to provide that votes in a general meeting may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine;

10. to stipulate that the Company should notify the Shareholders of any changes to the venue and time of the general meetings as soon as practicable by way of an announcement should there be any subsequent changes to the same after the issuance of the notice of meeting;
11. to include other house-keeping amendments, including but not limited to defining the financial year of the Company; and
12. to make other amendments to better align with the wordings in the applicable laws of the Cayman Islands and the Listing Rules.

The Proposed Amendments and the proposed adoption of the New Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”). If approved and adopted by the Shareholders at the AGM, the New Memorandum and Articles will take effect from the close of the AGM.

A circular containing, among other matters, details relating to the Proposed Amendments and the proposed adoption of the New Memorandum and Articles together with a notice of the AGM will be despatched to the Shareholders in due course.

By Order of the Board
CGN Mining Company Limited
An Junjing
Chairman

Hong Kong, 23 March 2023

As at the date of this announcement, the Board of Directors of the Company comprises two executive Directors: Mr. An Junjing (chairman and chief executive officer) and Ms. Xu Junmei; three non- executive Directors: Mr. Sun Xu, Mr. Yin Xiong and Mr. Liu Guanhua; and three independent non-executive Directors: Mr. Qiu Xianhong, Mr. Gao Pei Ji and Mr. Lee Kwok Tung Louis.

* *for identification purpose only*