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中广核礦業有限公司\*  
CGN Mining Company Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1164)**

## **CONVERSION OF CONVERTIBLE BONDS**

On 9 June 2015, the Company received a formal notice from China Uranium Development (as the Bondholder) for the exercise of the conversion rights attached to the Convertible Bonds in respect of the principal amount of HK\$300,000,000 at the Conversion Price of HK\$0.23 per Conversion Share. The portion of Convertible Bonds of which the conversion rights are being exercised represents 50% of the Convertible Bonds with a principal amount of HK\$600,000,000 held by the Bondholder.

Reference is made to the announcement of CGN Mining Company Limited (the “**Company**”) dated 18 August 2011 (the “**Announcement**”) in relation to (among other matters) the issue and subscription of the Convertible Bonds in the principal amount of HK\$600,000,000. Terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

## **CONVERSION OF CONVERTIBLE BONDS**

On 9 June 2015, the Company received a formal notice from China Uranium Development Company Limited (“**China Uranium Development**”) (as the Bondholder) for the exercise of the conversion rights attached to the Convertible Bonds in respect of the principal amount of HK\$300,000,000 at the Conversion Price of HK\$0.23 per Conversion Share (the “**Conversion**”). The portion of Convertible Bonds of which the conversion rights are being exercised represents 50% of the Convertible Bonds with a principal amount of HK\$600,000,000 held by the Bondholder. In accordance with the Conversion requirement, 1,304,347,826 Conversion Shares have been allotted and issued by the Company to China Uranium Development on 15 June 2015. The 1,304,347,826 Conversion Shares represent (i) approximately 39.14% of the issued share capital of the Company as of the date of this announcement and (ii) approximately 28.13% of the issued share capital of the Company as enlarged by the issue of such Conversion Shares. After the Conversion, 50% of the Convertible Bonds issued by the Company in accordance with the Subscription Agreement have been converted into shares. The conversion right attached to the remaining 50% of the Convertible Bonds, representing the principal amount of HK\$300,000,000, has not yet been exercised and is held by China Uranium Development in its entirety.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company immediately before and after the allotment and issue of the 1,304,347,826 Conversion Shares:

Name of Shareholder	Before the allotment and issue of 1,304,347,826 Conversion Shares		Immediately after the allotment and issue of 1,304,347,826 Conversion Shares	
	No. of Shares	%	No. of Shares	%
Mr. Huang Jianming	8,500,000	0.26	8,500,000	0.18
Perfect Develop Holding Inc. (Note 1)	293,996,940	8.82	293,996,940	6.34
China Uranium Development (Note 2)	1,670,000,000	50.11	2,974,347,826	64.15
Public Shareholders	1,360,090,053	40.81	1,360,090,053	29.33
<b>Total</b>	<b>3,332,586,993</b>	<b>100</b>	<b>4,636,934,819</b>	<b>100</b>

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, upon the completion at the Conversion, the number of Shares of the Company which are in the hands of the public is still higher than the relevant prescribed minimum percentage as required under the Listing Rules.

Notes:

- (1) Perfect Develop Holding Inc. is beneficially owned as to 58.28% by Mr. Tao Lung, 30.67% by Mr. Huang Jianming and 11.05% by Mr. Liu James Jin. Mr. Tao Lung and Mr. Liu James Jin are former executive Directors of the Company. Mr. Huang Jianming is a founder of the Group and is currently a non-executive Director of the Company. Pursuant to a share charge dated 1 April 2011, Perfect Develop Holding Inc. charged 450,000,000 Shares in favour of China Uranium Development. Subsequently, pursuant to a supplemental deed dated 18 February 2014 (“**Supplemental Deed**”), 225,000,000 charged Shares were released and subject to a lock up which expired on 31 December 2014. The remaining 225,000,000 charged Shares will continue to be charged in favour of China Uranium Development and its compensation period is further extended pursuant to the second supplemental deed dated 19 March 2015 (the “**Second Supplemental Deed**”). Please refer to the announcements dated 18 February 2014 and 19 March 2015 of the Company for further details of the Supplemental Deed and the Second Supplemental Deed.

- (2) China Uranium Development is interested in the Convertible Bonds in the principal amount of HK\$600,000,000 issued by the Company, which can be converted into 2,608,695,652 Shares. After the Conversion, China Uranium Development still has the conversion right of the remaining 50% of the Convertible Bonds, i.e. principal amount of HK\$300,000,000 which can be converted into 1,304,347,826 Shares. China Uranium Development is solely and beneficially owned by CGNPC Uranium Resources Co. Ltd., and the latter is held by China General Nuclear Power Corporation (formerly known as China Guangdong Nuclear Power Corporation).

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

Hong Kong, 15 June 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. Qiu Xianhong, Mr. Gao Pei Ji and Mr. Lee Kwok Tung Louis.*

\* *For identification purpose only*