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(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1164)

**PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION
AND THE ARTICLES OF ASSOCIATION AND ADOPTION OF AMENDED
AND RESTATED MEMORANDUM OF ASSOCIATION
AND ARTICLES OF ASSOCIATION**

The Directors intend to put forward to the Shareholders a proposal to amend the Memorandum and the Articles in order to reflect the Company's updated corporate information and to bring the constitution of the Company in line with current amendments made to the Listing Rules that came into effect on 1 January 2012 and 1 April 2012 respectively.

The proposed amendments to the Memorandum and the Articles and adoption of amended and restated memorandum of association and articles of association are subject to approval of the Shareholders by way of passing special resolutions to be proposed at the AGM.

The directors (the "**Directors**") of CGN Mining Company Limited (the "**Company**") propose to make certain amendments to the memorandum of association of the Company (the "**Memorandum**") in order to reflect the Company's updated corporate information, including the Company's name, registered office, authorized share capital and par value. The Directors also propose to adopt the form of the amended and restated memorandum of association which consolidates all the proposed amendments set out in the notice of the forthcoming annual general meeting of the Company scheduled to be held on 16 May 2012 (the "**AGM**").

The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") has amended the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") relating to, among other things, the articles of association or equivalent constitutional documents of listed issuers. The amendments to the Listing Rules would come into effect on 1 January 2012 and 1 April 2012.

Accordingly, the Directors propose to seek the approval of the shareholders of the Company (the "**Shareholders**") by way of special resolutions for the amendments to the articles of association of the Company (the "**Articles**"). The Directors also propose to adopt the form of the amended and restated articles of association which consolidates all previous amendments made to the Articles pursuant to resolutions passed by shareholders at general meetings and all the proposed amendments set out in the notice of the AGM, so as to bring the constitution of the Company in line with current amendments made to the Listing Rules.

A circular containing, among others, further information in respect of the proposed amendments to the Memorandum and the Articles and a notice of AGM will be despatched to the Shareholders as soon as practicable.

By Order of the Board
CGN Mining Company Limited
Mr. He Zuyuan
Chief Executive Officer

Hong Kong, 11 April 2012

As at the date of this announcement, the board of Directors of the Company comprises three executive Directors: Mr. He Zuyuan (chief executive officer), Mr. Li Zhengguang and Ms. Zheng Xiaowei, three non-executive Directors: Mr. Yu Zhiping (chairman), Mr. Wei Qiyuan and Mr. Chen Zhiyu and three independent non-executive Directors: Mr. Ling Bing, Mr. Qiu Xianhong and Mr. Huang Jinsong.

* *for identification purposes only*