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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: 01164)

**PROPOSED RE-DOMICILIATION INVOLVING
AMENDMENT OF CAYMAN ARTICLES,
ADOPTION OF CHINESE NAME AND ADOPTION OF HONG KONG ARTICLES**

PROPOSED RE-DOMICILIATION

The Board proposes to change the domicile of the Company from the Cayman Islands to Hong Kong by way of de-registration in the Cayman Islands and continuation as a limited liability company under the laws of Hong Kong.

In connection with the Re-domiciliation, the Board proposes to amend the existing articles of association of the Company to provide that the proposed Re-domiciliation be approved by the Shareholders by way of special resolution, with effect from the passing of a special resolution at the AGM.

Subject to the approval of the Amendment of Cayman Articles and in connection with the Re-domiciliation, the Board proposes to adopt the Chinese name of “中廣核礦業有限公司” as part of the Company’s official name and to adopt the new articles of association of the Company in compliance with the laws of Hong Kong in substitution for and to the exclusion of the existing memorandum and articles of association of the Company (as amended by the Amendment of Cayman Articles), with effect from the Re-Domiciliation Date.

GENERAL

The resolutions for considering and, if thought fit, approving the Amendment of Cayman Articles, the Re-domiciliation, the Adoption of Chinese Name and the Adoption of Hong Kong Articles will be put forwarded at the AGM.

A circular containing, among other things, details of (i) the Re-domiciliation and the matters in connection therewith (including the expected timetable for the Re-domiciliation and the matters in connection therewith); and (ii) the notice convening the AGM, will be despatched to the Shareholders in accordance with the Listing Rules in due course.

PROPOSED RE-DOMICILIATION

The Board proposes to change the domicile of the Company from the Cayman Islands to Hong Kong by way of de-registration in the Cayman Islands and continuation as a limited liability company under the laws of Hong Kong (the “**Re-domiciliation**”).

In connection with the Re-domiciliation, the Board proposes to amend the existing articles of association of the Company to provide that the proposed Re-domiciliation be approved by the Shareholders by way of special resolution (the “**Amendment of Cayman Articles**”), with effect from the passing of a special resolution at the AGM.

Subject to the approval of the Amendment of Cayman Articles and in connection with the Re-domiciliation, the Board proposes to adopt the Chinese name of “中廣核礦業有限公司” as part of the Company’s official name (the “**Adoption of Chinese Name**”) and to adopt the new articles of association of the Company in compliance with the laws of Hong Kong in substitution for and to the exclusion of the existing memorandum and articles of association of the Company (as amended by the Amendment of Cayman Articles), with effect from the Re-Domiciliation Date (the “**Adoption of Hong Kong Articles**”).

Conditions

The Amendment of Cayman Articles is conditional upon the passing of a special resolution by the Shareholders at the AGM to approve the Amendment of Cayman Articles.

The Re-domiciliation, the Adoption of Chinese Name and the Adoption of Hong Kong Articles are conditional upon:

- (i) the passing of special resolutions by the Shareholders at the AGM to approve the Amendment of Cayman Articles, the Re-domiciliation, the Adoption of Chinese Name and the Adoption of Hong Kong Articles;
- (ii) the compliance with the relevant requirements under the Listing Rules and the relevant legal procedures and requirements under the laws of the Cayman Islands and the laws of Hong Kong in respect of the Re-domiciliation; and
- (iii) the obtaining of all necessary approvals from the relevant regulatory authorities or otherwise as may be required in respect of the Re-domiciliation, if required.

Effect

Effective date

The Amendment of Cayman Articles will take effect immediately upon passing of a special resolution by the Shareholders at the AGM.

The Re-domiciliation, the Adoption of Chinese Name and the Adoption of Hong Kong Articles will take effect from the date on which the certificate of re-domiciliation is issued to the Company by the Companies Registry of Hong Kong (the “**Re-domiciliation Date**”).

Assets, continued listing etc.

Apart from administrative and legal expenses, the Re-domiciliation and the matters in connection therewith will not alter the underlying assets, investments, management or financial position of the Company nor the proportionate interests of the Shareholders.

According to Section 820D of the Companies Ordinance, the Re-domiciliation does not have the effect of creating a new legal entity and does not affect the identity or continuity of the Company as a body corporate registered in the Cayman Islands. On or about the Re-domiciliation Date, the Company will take steps to procure its de-registration in the Cayman Islands. From the Re-domiciliation Date, the Company will be regarded as a company incorporated in Hong Kong and will be required to comply with all relevant requirements under the laws of Hong Kong.

The Re-domiciliation and the matters in connection therewith will not involve the withdrawal of listing of the Shares, any issue of new Shares, any transfer of assets of the Company or any change in the existing shareholding of the Company. The Re-domiciliation and the matters in connection therewith will not affect the listing status of the Company on the Stock Exchange.

Share certificates

All existing share certificates of the Company in issue bearing the existing official English name together with the Chinese name for identification purpose only, the par value of the Shares and the existing domicile of the Company will continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes after the Re-domiciliation Date. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates. Following the Re-domiciliation Date, new share certificates of the Company bearing the new official names of the Company in Chinese and English and the new domicile of the Company without bearing any par value will be issued.

Authorised representative under Part 16 and offices

From the Re-domiciliation Date, the registration of the Company as a non-Hong Kong company under Part 16 of the Companies Ordinance will cease to have effect and the Company will cease to have an authorised representative as an agent for the service of process in Hong Kong and a principal place of business in Hong Kong within the meaning of Part 16 of the Companies Ordinance. The address of the registered office of the Company will be changed to the address of the current principal place of business in Hong Kong of the Company at Room 1903,19/F, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong. The current Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, will be become the principal share registrar and transfer office of the Company.

Reasons

The Re-domiciliation reflects the Company's strategic decision to align its place of incorporation with its principal business operations, which are primarily based in Hong Kong, and to benefit from Hong Kong's well-established regulatory framework and status as a leading international financial centre, which enables the Company to broaden financing channels and to attract more high-quality investors. The Board believes that Hong Kong's regulatory environment, coupled with its efficient corporate governance framework, will allow the Company to enhance operational efficiency and better align with the needs of its business and stakeholders. Further, the Board believes that the Re-domiciliation will reduce administrative burdens and regulatory costs and support the Company's long-term development objectives. The Adoption of Chinese Name will strengthen the Company's identity and enhance its corporate image. The Adoption of the Hong Kong Articles is necessary to reflect the legal and regulatory requirements of Hong Kong following the Re-domiciliation.

The Board is of the view that the Re-domiciliation and the matters in connection therewith are in the interests of the Company and its shareholders as a whole.

GENERAL

The resolutions for considering and, if thought fit, approving the Amendment of Cayman Articles, the Re-domiciliation, the Adoption of Chinese Name and the Adoption of Hong Kong Articles will be put forwarded at the AGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the resolutions to be proposed at the AGM. A circular containing, among other things, details of (i) the Re-domiciliation and the matters in connection therewith (including the expected timetable for the Re-domiciliation and the matters in connection therewith); and (ii) the notice convening the AGM, will be despatched to the Shareholders in accordance with the Listing Rules in due course.

DEFINITIONS

In this announcement, unless the context otherwise requires, the words and expressions below shall have the following meanings when used herein:

“Adoption of Chinese Name”	as defined in the paragraph headed “PROPOSED RE-DOMICILIATION” in this announcement, i.e. the adoption of the Chinese name of “中廣核礦業有限公司” as part of the Company’s official name, with effect from the Re-Domiciliation Date
“Adoption of Hong Kong Articles”	as defined in the paragraph headed “PROPOSED RE-DOMICILIATION” in this announcement, i.e. the adoption of the new articles of association of the Company in compliance with the laws of Hong Kong in substitution for and to the exclusion of the existing memorandum and articles of association of the Company (as amended by the Amendment of Cayman Articles), with effect from the Re-Domiciliation Date
“Amendment of Cayman Articles”	as defined in the paragraph headed “PROPOSED RE-DOMICILIATION” in this announcement, i.e. the amendment of the existing articles of association of the Company to provide that the proposed Re-domiciliation be approved by the Shareholders by way of special resolution, with effect from the passing of the special resolution at the AGM
“AGM”	the annual general meeting of the Company to be convened for the purpose of considering and, if thought fit, among others, approving the Amendment of Cayman Articles, the Re-domiciliation, the Adoption of Chinese Name and the Adoption of Hong Kong Articles
“Board”	the board of Directors of the Company
“Company”	CGN Mining Company Limited, an exempted company incorporated in the Cayman Islands with limited liability whose Shares are listed on the Main Board of the Stock Exchange (stock code: 1164)
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China, for the purpose of this Announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Re-domiciliation”	as defined in the paragraph headed “PROPOSED RE-DOMICILIATION” in this announcement, i.e. the change of the domicile of the Company from the Cayman Islands to Hong Kong by way of de-registration in the Cayman Islands and continuation as a limited liability company under the laws of Hong Kong
“Re-domiciliation Date”	as defined in the paragraph headed “PROPOSED RE-DOMICILIATION – Effect” in this announcement, i.e. the date on which the certificate of re-domiciliation is issued to the Company by the Companies Registry of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
CGN Mining Company Limited
Wang Xianfeng
Chairman

Hong Kong, 2 April 2026

As at the date of this announcement, the Board comprises a non-executive director: Mr. Wang Xianfeng (chairman); two executive directors: Mr. Qiu Bin (chief executive officer) and Mr. Li Jie; and three independent non-executive directors: Mr. Gao Pei Ji, Mr. Zhang Yuntao and Mr. Wu Yingpeng.

* *For identification purpose only*