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NORTH MINING SHARES COMPANY LIMITED

北方礦業股份有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 433)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of the shareholders of North Mining Shares Company Limited (the “**Company**”) will be held at Poolside Function Room, Royal View Hotel, 353 Castle Peak Road, Ting Kau, Tsuen Wan, Hong Kong at 11:00 a.m. on 18 September 2019, Wednesday for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT:

- (A) the sale and purchase agreement dated 28 March 2019 (the “**Agreement**”) (a copy of the Agreement has been produced to the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) entered into between the Company and Mr. Zhu Wei Min in relation to the disposal by the Company of the entire issued share capital of Full Empire Investment Holdings Limited and transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (B) any one director of the Company be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his/her opinion to implement and/or give effect to the terms of the Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith; and

(C) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things incidental to, ancillary to or in connection with the matters contemplated under the Agreement.”

By order of the Board
North Mining Shares Company Limited
Yang Ying Min
Chairman

Hong Kong, 29 August 2019

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting (or any adjournment thereof) is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting (or any adjournment thereof). A proxy need not be a member of the Company.
2. In the case of joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share of the Company as if he was solely entitled thereto. If more than one of such joint registered holders are present, personally or by proxy, at the Meeting, one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
3. In order to be valid, the proxy form must be completed and deposited at the branch share registrar of the Company in Hong Kong at Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the Meeting or any adjournment thereof. In the event that a member of the Company attends the Meeting in person after having lodged his form of proxy, the form of proxy will be deemed to have been revoked.
4. The ordinary resolutions as set out above will be determined by way of a poll.
5. The transfer books and register of members of the Company will be closed from Thursday, 12 September 2019 to Wednesday, 18 September 2019, both dates inclusive (the “**Book Close Period**”) for the purpose of determining shareholders’ attendance at the Meeting. During the Book Close Period, no transfer of shares will be registered. In order to qualify for attendance at the Meeting, all share transfer documents accompanied by the relevant share certificates must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 11 September 2019.
6. As at the date of this notice (a) the executive directors of the Company are Mr. Yang Ying Min, Mr. Qian Yi Dong, Mr. Zhang Jia Kun and Mr. Zhao Jian and (b) the independent non-executive directors of the Company are Mr. Wong Wai Chun Alex, Dato Dr. Cheng Chak Ho and Mr. Yeung Yat Chuen.
7. A form of proxy for the SGM is enclosed.

As at the date of this announcement, the Board of the Company comprises Mr. Yang Ying Min, Mr. Qian Yi Dong, Mr. Zhang Jia Kun and Mr. Zhao Jian as Executive Directors; and Mr. Wong Wai Chun Alex, Dato Dr. Cheng Chak Ho and Mr. Yeung Yat Chuen as Independent Non-executive Directors.