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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 the special general meeting of North Mining Shares Company Limited (the “**Company**”) will be held at Unit 1103–06, China Building, 29 Queen’s Road Central, Hong Kong on Monday, 15 January 2024 at 11:00 a.m. for the following purposes:

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following special resolution of the Company:

SPECIAL RESOLUTION

1. **“THAT:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing bye-laws of the Company (the “**Existing Bye-laws**”), the details of which are set out in the Appendix to the circular of the Company dated 19 December 2023, be and are hereby approved;
- (b) the amended and restated bye-laws of the Company (the “**New Bye-laws**”) which incorporate and consolidate the Proposed Amendments and all previous amendments to the Existing Bye-laws adopted and approved by the Company in the past (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification) be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Bye-laws; and

- (c) any Director, secretary, assistant secretary or registered office provider of the Company be and is hereby authorised to do all such acts may be necessary or expedient in order to effect and implement the adoption of the New Bye-laws and to make relevant registrations and filings in accordance with the requirements of the applicable laws in Bermuda and Hong Kong.”

ORDINARY RESOLUTION

2. To re-elect Mr. Huang Zhidan as an executive director of the Company.

By order of the Board
Yang Ying Min
Chairman

Hong Kong, 19 December 2023

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instruction printed thereon, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of authority, not less than 48 hours before the time appointed for holding the special general meeting or its adjournment.
- (2) Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the special general meeting or any adjournment.
- (3) For determining the right to attend and vote at the special general meeting, the register of members of the Company will be closed from Wednesday, 10 January 2024 to Monday, 15 January 2024 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the special general meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 9 January 2024.
- (4) If tropical cyclone warning signal no. 8 or above is hoisted or a black rainstorm warning signal is in force in Hong Kong at or after 9:30 a.m. on the date of the Special General Meeting, the meeting will be postponed or adjourned. The Company will post an announcement on the respective websites of the Company and The Stock Exchange of Hong Kong Limited to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.

- (5) The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises Mr. Yang Ying Min as Chairman and executive Director, Mr. Qian Yi Dong, Mr. Shen Jian and Mr. Huang Zhidan as executive Directors; and Mr. Shek Man Ho, Mr. Shen Ming Jie and Mr. Feng Jia Wei as independent non-executive Directors.