



# North Mining Shares Company Limited

## 北方礦業股份有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 433)

### Proxy form for use at the Annual General Meeting to be held on Thursday, 28 May 2015 at 11:00 a.m. and at any adjournment thereof

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of  
**North Mining Shares Company Limited** (the "Company") **HEREBY APPOINT** <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, **THE CHAIRMAN OF THE MEETING**, to act for me/us as my/our proxy to attend the Annual General Meeting of the Company to be held at Gloucester Luk Kwok Hong Kong, Falcon, Room I, Basement, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 28 May 2015 at 11:00 a.m. (and at any adjournment thereof), and to vote for me/us as indicated below <sup>(Note 4)</sup>.

Please tick (✓) as appropriate

Ordinary Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To adopt the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2014.		
2.	(i) To re-elect Mr. Gao Yuan Xing as executive director.		
	(ii) To re-elect Mr. Mr. Yang Ying Min as executive director.		
	(iii) To re-elect Ms. Li Li Juan as executive director.		
	(iv) To re-elect Mr. Mu Xiangming as independent non-executive director.		
	(v) To re-elect Dr. Cheng Chak Ho as independent non-executive director.		
	(vi) To authorise the board of directors to fix the remuneration of directors.		
3.	To re-appoint Elite Partners CPA Limited as auditors of the Company and to authorise the board of directors to fix their remuneration.		
4.	To grant a general mandate to the directors to allot and issue new Shares.		
5.	To grant a general mandate to the directors to repurchase Shares.		
6.	To extend the general mandate on the issue of additional Shares.		

Dated: \_\_\_\_\_

Signature <sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Share(s) registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the Share(s) registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION(S). IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION(S).** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes on the relevant resolutions at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution which has been properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be either executed under its common seal or under the hand of an officer or attorney duly authorised on that corporation's behalf.
- Where there are joint registered holders of any Share(s), any one of such persons may vote at any meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
- To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of this proxy form will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.