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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in North Mining Shares Company Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or the bank manager, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**GENERAL MANDATES TO ISSUE AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM (as defined in this circular) 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. is enclosed with this circular. A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

30 April 2015

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Gloucester Luk Kwok Hong Kong, Falcom Room I, Basement, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 28 May 2015 at 11:00 a.m.;
“Board”	the board of Directors;
“Bye-law(s)”	the bye-law(s) of the Company;
“China Wan Tai”	China Wan Tai Group Limited, a company incorporated in Hong Kong with limited liability and currently holding 100% of the issued share capital of Universal Union;
“Companies Act”	the Companies Act 1981 of Bermuda as amended from time to time;
“Company”	North Mining Shares Company Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange;
“connected person”	shall have the meaning ascribed to it in the Listing Rules;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issue Mandate”	the proposed issue mandate to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the resolution for approving the issue mandate;
“Latest Practicable Date”	22 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;

## DEFINITIONS

“Repurchase Mandate”	the proposed repurchase mandate to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing of the resolution for approving the repurchase mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) in the total number of issued shares of the Company;
“Shareholder(s)”	registered holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time;
“Universal Union”	Universal Union Limited, a company incorporated in the British Virgin Islands with limited liability and currently holding approximately 29.60% of the total number of issued Shares; and
“%”	per cent.

**LETTER FROM THE BOARD**



**North Mining Shares Company Limited**  
**北方礦業股份有限公司**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 433)**

*Executive Directors:*

Mr. Gao Yuan Xing (*Chairman*)  
Mr. Qian Yi Dong (*Deputy Chairman*)  
Mr. Yang Ying Min (*Chief Executive Officer*)  
Mr. Zhang Jia Kun  
Ms. Li Li Juan

*Independent Non-Executive Directors:*

Mr. Mu Xiangming  
Dr. Cheng Chak Ho  
Mr. Lo Wa Kei Roy

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of*

*Business in Hong Kong:*

Rooms 1505–07, 15/F  
Shui On Centre  
6–8 Harbour Road  
Wanchai  
Hong Kong

30 April 2015

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND  
TO REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

At the AGM, ordinary resolutions will be proposed to approve (i) the grant of the Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the extension of the Issue Mandate and (iv) the re-elections of the retiring Directors.

This circular contains the explanatory statement and gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions to be proposed to approving the Company to issue and to repurchase Shares and to re-elect the retiring Directors.

## LETTER FROM THE BOARD

### 2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the general meeting of the Company held on 30 May 2014, ordinary resolutions were passed by the Shareholders granting the existing Issue Mandate and Repurchase Mandate to the Directors. Such mandates will be expired at the conclusion of the forthcoming AGM.

It will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (a) to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares of the Company, which is equivalent to issue a maximum of 3,320,523,341 Shares, assuming that there is no change in the total number of issued Shares of the Company from the Latest Practicable Date up to the date of the AGM, at the date of the passing of such resolution.
- (b) to repurchase Shares subject to the maximum number of Shares of up to 10% of the total number of issued Shares of the Company, which is equivalent to a maximum of 1,660,261,670 Shares, assuming that there is no change in the total number of issued Shares of the Company from the Latest Practicable Date up to the date of the AGM, at the date of passing of such resolution.

The fresh Issue Mandate and Repurchase Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by Bye-laws or any applicable laws of Bermuda or the Listing Rules; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### 3. EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to and conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the total number of issued Shares of the Company, which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates, the number of the Shares repurchased by the Company pursuant to the Repurchase Mandate, provided that such extended amount shall not exceed 10% of the total number of issued Shares of the Company on the date of passing the resolution for approving the Issue Mandate.

## **LETTER FROM THE BOARD**

### **4. RE-ELECTION OF RETIRING DIRECTORS**

In relation to ordinary resolution number 2 set out in the notice of the AGM regarding the re-election of retiring Directors, Mr. Gao Yuan Xing, Mr. Mu Xiangming and Dr. Cheng Chak Ho shall retire as Directors by rotation at the AGM pursuant to Bye-law 87(1) and 87(2) and, being eligible, will offer themselves for re-election.

In addition, pursuant to Bye-law 86(2), Mr. Yang Ying Min and Ms. Li Li Juan who were appointed as executive directors of the Company on 25 August 2014, shall hold office only until the forthcoming AGM, and, being eligible, will offer themselves for re-election at the AGM.

Biographical details of the aforesaid retiring Directors are set out in Appendix II to this circular.

### **5. LISTING RULES REQUIREMENT**

According to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the chairman of the AGM will therefore demand a poll for every resolution put to the vote at the AGM pursuant to Bye-law 66.

### **6. ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages 14 to 16 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed, signed and returned to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the AGM or adjourned meeting. The completion and return of the form of proxy will not preclude you from attending and voting at the AGM or adjourned meeting (as the case may be) should you so wish.

### **7. RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

## LETTER FROM THE BOARD

### 8. RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are all in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

By Order of the Board of  
**North Mining Shares Company Limited**  
**Gao Yuan Xing**  
*Chairman*



*The following explanatory statement contains all the information required to be provided to all Shareholders pursuant to Rule 10.06 of the Listing Rules relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate.*

## **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the total number of issued Shares of the Company was 16,602,616,709 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 1,660,261,670 Shares (being 10% of the Shares in issue) during the period up to (i) the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law of Bermuda to be held; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

## **2. REASONS FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings per Share.

## **3. FUNDING OF REPURCHASES**

The Company is empowered by its Bye-laws to purchase its Shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of the fund of the Company that would otherwise be legally available for dividend or distribution or out of the share premium accounts of the Company for such purpose under the laws of Bermuda. Under Bermuda law, the shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced so that the shares may be subsequently re-issued.

In addition, the Company Act 1981 of Bermuda (as amended) provides that a company may not repurchase its shares if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the Company is, or after the repurchase would be, unable to pay its liabilities as they become due.

**4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL**

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 31 December 2014, the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed Repurchase Mandate were to be exercised in full during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

**5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention, in the event that the repurchase proposal is granted by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No connected person of the Company has notified the Company of a present intention to sell any Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the Repurchase Mandate is granted by the Shareholders.

**6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that they will exercise the power to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and all applicable laws of Bermuda, and in accordance with the regulations set out in the Bye-laws.

**7. EFFECT OF TAKEOVERS CODE**

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert (other than Universal Union and its shareholders), who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, the immediate controlling Shareholder, Universal Union (a wholly owned subsidiary of China Wan Tai which is in turn beneficially owned by Mr. Qian Yong Wei and Ms. Xu Zhe Cheng as to 95% and 5% respectively), was beneficially interested in approximately 29.67% of the total number of issued Shares of the Company. If the Repurchase Mandate were exercised in full at any time during the proposed repurchase period, the shareholdings of Universal Union would be increased to approximately 32.89% of the total number of issued Shares of the Company. Accordingly, such increase in shareholdings of Universal Union may give rise to an obligation to make a mandatory offer under the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in takeovers obligation or the public holding of Shares falling below 25% of the total number of issued Shares of the Company.

### 8. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

### 9. SHARE PRICES

During each of the previous twelve months, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

Months	Per Share	
	Highest HK\$	Lowest HK\$
<b>2013</b>		
March	0.3900	0.2800
April	0.3800	0.3400
May	0.3700	0.3450
June	0.4550	0.3550
July	Suspended	Suspended
August	0.5100	0.3300
September	0.3950	0.2950
October	0.3950	0.3200
November	0.4100	0.3450
December	0.3950	0.3400
<b>2015</b>		
January	0.3900	0.3250
February	0.3650	0.3100
March	0.3900	0.3200
April (As at the Latest Practicable Date)	0.3600	0.3250

*The following are the biographical details of the retiring Directors who will be required to retire from their office at the AGM pursuant to the Bye-laws and, being eligible, have offered themselves for re-elections.*

**Mr. Gao Yuan Xing (“Mr. Gao”) — Executive Director**

Mr. Gao, aged 60, was appointed as the Chairman of the Board, the Chief Executive Officer and an Executive Director of the Company on 15 March 2011. On 22 September 2014, Mr. Gao resigned as the Chief Executive Officer of the Company but remains as the Chairman of the Board and an executive director of the Company. Mr. Gao has completed the course of Senior Manager Class in Shanghai Institute of Foreign Trade. He has abundant experience in energy management, and worked in the foreign affairs office of Shanghai Municipal Government for many years. Mr. Gao had also been senior management in a number of international, mainland investment and commercial companies.

Save as disclosed above, Mr. Gao did not hold any other directorship in other listed public companies in the last three years and he has never held any position with the Company or its subsidiaries. As at the Latest Practicable Date, Mr. Gao did not have any interest in shares or underlying Shares of the Company within the meaning of Part XV of the SFO nor did he have any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract entered into between the Company and Mr. Gao. He is subject to retirement by rotation and re-election at the Company’s annual general meetings in accordance with the Bye-laws of the Company. He is entitled to an annual remuneration of HK\$604,800 (excluding discretionary bonus and/or other benefits). The remuneration package is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

**Mr. Yang Ying Min (“Mr. Yang”) — Executive Director**

Mr. Yang, aged 45, was appointed as an executive director of the Company on 25 August 2014 and was subsequently appointed as the Chief Executive Officer of the Company on 22 September in the same year. Mr. Yang graduated from Peoples Public Security University of China with a Bachelor of Laws LL.B.. After graduation, he worked in Xian Municipal government, Shaanxi Province, China. In 2010, he joined Shaanxi Province Luo Nan Xian Jiu Long Kuang Ye Company Limited (“Jiu Long Kuang Ye”), the Company’s subsidiary, as deputy managing director. In 2012, he was appointed as chairman of Jiu Long Kuang Ye. Mr. Yang has extensive experience in management and legal affairs relevant to mining industry.

Save as disclosed above, Mr. Yang did not hold any other directorship in other listed public companies in the last three years and he has never held any position with the Company or its subsidiaries. As at the Latest Practicable Date, Mr. Yang did not have any interest in shares or underlying shares of the Company within the meaning of Part XV of the SFO nor did he have any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract entered into between the Company and Mr. Yang. He shall hold office until the AGM and thereafter shall be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Bye-laws of the Company. He is entitled to an annual remuneration package of HK\$240,000 without discretionary bonus. The remuneration package is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

**Ms. Li Li Juan (“Ms. Li”) — Executive Director**

Ms. Li, aged 52, was appointed as an executive director of the Company on 25 August 2014. Ms. Li graduated from Qinghai University where she majored in Inorganic Chemical Industry and holds a master degree in Chemical Engineering from Northwest University, China. Ms. Li has professional knowledge and extensive experience in potassium related products technology. Currently, she is an evaluation specialist in technology supporting projects of Technology Department, an evaluation specialist in international cooperation projects of Technology Department and an evaluation specialist in projects of China Potassium Salt Association. Since 1984 when she started working, Ms. Li has been mainly participating in research work in saline lake potassium resources comprehensive development and utilization and she receives government grants from China's State Council. Since 2007, she has been a researcher and Phd supervisor in Qing Hai Saline Lake Research Institute of Chinese Academy of Sciences, responsible in developing potassium, lithium, boron and magnesium, etc., comprehensive extraction technique and industrialization research.

Save as disclosed above, Ms. Li did not hold any other directorship in other listed public companies in the last three years and she has never held any position with the Company or its subsidiaries. As at the Latest Practicable Date, Ms. Li did not have any interest in shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance nor did she have any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract entered into between the Company and Ms. Li. She shall hold office until the AGM and thereafter shall be subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Bye-laws of the Company. She is entitled to an annual remuneration package of HK\$240,000 without discretionary bonus. The remuneration package is determined by the remuneration committee of the Company with reference to the remuneration policy, her duties and the prevailing market level of remuneration for executives of similar positions.

**Mr. Mu Xiangming (“Mr. Mu”) — Independent Non-executive Director**

Mr. Mu, aged 59, was appointed as an Independent Non-executive Director of the Company on 20 April 2001. He is also the Chairman of the Audit Committee of the Company. Mr. Mu graduated from Fudan University (Shanghai) Law School with an L.L.B. and from University of Oregon (USA) Law School with an L.L.M. Mr. Mu had been a member of

Shanghai Municipal Government Foreign Economic Trade Committee from 1983 to 1986 and a practicing lawyer in a US law firm for nearly four years. He is now a partner of a law firm in Shanghai, the PRC.

Save as disclosed above, Mr. Mu did not hold any other directorship in other listed public companies in the last three years and he has never held any position with the Company or its subsidiaries. As at the Latest Practicable Date, Mr. Mu did not have any interest in shares or underlying shares of the Company within the meaning of Part XV of the SFO nor did he have any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract entered into between the Company and Mr. Mu. He is subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Bye-laws of the Company. He is entitled to an annual remuneration of HK\$100,000 without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

Mr. Mu was appointed to the Board in 2001 and has, therefore, served for more than nine years. He has no financial or family relationship with any other directors, senior management, substantial or controlling shareholders of the Company. He has met the independence guidelines set out in rule 3.13 of the Listing Rules and has submitted to the Company a written annual confirmation of independence. The Board, therefore, considers him to be independent and believes that he should be re-elected, in particular because of his experience and contribution to the Board.

#### **Dr. Cheng Chak Ho (“Dr. Cheng”) — Independent Non-executive Director**

Dr. Cheng, aged 45, was appointed as an Independent Non-executive Director of the Company on 12 April 2001. Dr. Cheng obtained a Bachelor of Science in Building, a Master degree in Urban Design from the University of Hong Kong. He has over 24 years' experience in property development, property investment, valuation and corporate finance. Among others, Dr. Cheng is a Fellow of: Institute of Public Accountants, The Royal Society of Medicine, The Hong Kong Institute of Directors, The Society of Operations Engineers, and Institution of Plant Engineers.

Save as disclosed above, Dr. Cheng did not hold any other directorship in other listed public companies in the last three years and he has never held any position with the Company or its subsidiaries. As at the Latest Practicable Date, Dr. Cheng did not have any interest in shares or underlying shares of the Company within the meaning of Part XV of the SFO nor did he have any relationship with any director, senior management, substantial shareholders or controlling shareholders of the Company.

There is no service contract entered into between the Company and Dr. Cheng. He is subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Bye-laws of the Company. He is entitled to an annual remuneration

package of HK\$100,000 without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

Dr. Cheng was appointed to the Board in 2001 and has, therefore, served for more than nine years. He has no financial or family relationship with any other directors, senior management or substantial or controlling shareholders of the Company. He has met the independence guidelines set out in rule 3.13 of the Listing Rules and has submitted to the Company a written annual confirmation of independence. The Board, therefore, considers him to be independent and believes that he should be re-elected, in particular because of his experience and contribution to the Board.

Save as disclose above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-elections of Mr. Gao, Mr. Yang, Ms. Li, Mr. Mu and Dr. Cheng respectively or any other information that need to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.



# NOTICE OF ANNUAL GENERAL MEETING



## 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 IS HEREBY GIVEN** that the annual general meeting of North Mining Shares Company Limited (the “Company”) will 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. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the auditors for the year ended 31 December 2014.
2. To re-elect retiring directors, to approve and confirm the continuous appointment of Mr. Mu Xiangming and Dr. Cheng Chak Ho who have served the Company for more than nine years as an independent non-executive directors, and to authorise the board of directors to fix the directors’ remuneration.
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

As special businesses, to consider, and if thought fit, to pass the following resolutions:

### ORDINARY RESOLUTIONS

4. **“THAT**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;



## NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the Bye-laws of the Company from time to time shall not exceed 20% of the aggregate number of issued Shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

### 5. **“THAT**

- (a) the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; and
  - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. **“THAT** conditional upon resolution nos. 4 and 5 above being passed, the aggregate number of Shares which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 5 above shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4 above.”

By Order of the Board of  
**North Mining Shares Company Limited**  
**Gao Yuan Xing**  
*Chairman*

Hong Kong, 30 April 2015

*Principal Place of Business in Hong Kong:*

Room 1505-07, 15/F

Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

*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 Level 22, Hopewell Centre, 183 Queen's Road East, 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 notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the annual general meeting or any adjournment.