

**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**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)**

**RE-ELECTION OF EXECUTIVE DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular shall be read in conjunction with the circular issued by the Company to the Shareholders dated 30 April 2015.

A supplemental notice convening the AGM 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 supplemental circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying supplemental proxy form, in accordance with the instructions printed thereon and deposit the same 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the supplemental proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish and in such event, the supplemental proxy form shall be deemed to be revoked.

4 May 2015

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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. Chen Jian Bao (*Deputy 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

4 May 2015

*To Shareholders*

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR  
TO  
THE CIRCULAR DATED 30 APRIL 2015  
RELATING TO THE RE-ELECTION OF THE RETIRING DIRECTORS  
AT THE ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the circular dated 30 April 2015 (“Circular”) which contains, among other matters, information relating to the re-election of the retiring Directors at the AGM. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

## LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with information regarding the re-election of Mr. Chen Jian Bao (“Mr. Chen”) as a Director at the AGM and to provide you with supplemental proxy form.

Save as stated above, no changes have been made to matters as set out in the Circular.

### RE-ELECTION OF EXECUTIVE DIRECTOR

The Board appointed Mr. Chen as an executive Director and the Deputy Chairman with effect from 28 April 2015. Details of such appointment were set out in the announcement of the Company dated 28 April 2015.

According to Bye-law 86(2) of the Company, any Director appointed by the Board as an addition to the existing Board shall hold office only until next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Chen will retire at the AGM and, being eligible, will offer himself for re-election.

Below is the biographical information of Mr. Chen:

Mr. Chen Jian Bao (“Mr. Chen”), aged 40, graduated from Xian Politics Institute, China where he majored in Economics and Management and holds a master degree from the School of Economics and Management of Tsinghua University, China. Since 2011, Mr. Chen has been the managing director of Beijing Ideva Energy Management Company Limited and Beijing Bai Na Sheng Shi International Culture Company Limited\*. Before that, Mr. Chen was an officer of the media project team of News and Information Center of Xinhua News Agency. Mr. Chen has extensive experience in corporate management.

Save as disclosed above, Mr. Chen did not hold any other directorship in other listed public companies in the last three years preceding the date of this circular and he has never held any position with the Company or its subsidiaries. As at 30 April 2015, Mr. Chen did not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance 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. Chen. He shall hold office until the next following general meeting of the Company 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 will be entitled to an annual remuneration of HK\$240,000 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.

\* *for translation purpose only*

## **LETTER FROM THE BOARD**

### **SUPPLEMENTAL PROXY FORM**

As set out in the Notice of AGM, the AGM 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. (or any adjournment thereof). Given that the Proxy Form does not contain the resolution for the re-election of Mr. Chen as a Director, a supplemental proxy form has been prepared and is enclosed with this supplemental circular. The supplemental proxy form is also published on the website of the Stock Exchange at ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.northmining.com.hk](http://www.northmining.com.hk)).

The supplemental proxy form will not affect the validity of any Proxy Form despatched together with the notice of the AGM dated 27 April 2015 duly completed by you. Proxy Form will remain valid and effective to the fullest extent applicable if properly completed and lodged with the Company's branch share registrar and transfer office in Hong Kong.

The supplemental proxy form for use at the AGM is enclosed to this supplemental circular. Whether or not you are able to attend the AGM, you are requested to complete the Proxy Form and the enclosed supplemental proxy form in accordance with the instructions printed thereon and return the same 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 Proxy Form and/or the supplemental proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

### **RESPONSIBILITY STATEMENT**

This supplemental circular and the supplemental notice of the AGM, for which the Directors collectively and individually accept full responsibility, include particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the proposed supplemental resolution set out in the supplemental notice of AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend the Shareholders to vote in favour of such resolution at the AGM.

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

## SUPPLEMENTAL NOTICE OF AGM



### North Mining Shares Company Limited

北方礦業股份有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 433)

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice of AGM**”) of the AGM of North Mining Shares Company Limited (the “**Company**”) dated 30 April 2015, which set out details of the resolutions to be proposed at the AGM for shareholders’ approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM 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. to consider and, if thought fit, pass the following newly added resolution numbered 7 as an ordinary resolution:

“7. To re-elect Mr. Chen Jian Bao as executive director.”

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

Hong Kong, 4 May 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. Details of the resolution are set out in the supplemental circular (the “**Supplemental Circular**”) of the Company dated 4 May 2015. Please refer to the Circular and the Notice of AGM for details in respect of other resolutions to be passed at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters. A supplemental proxy form (the “**Supplemental Proxy Form**”) containing the resolution numbered 7 is enclosed with the Supplemental Circular. The proxy form (the “**Proxy Form**”) issued by the Company along with the Circular will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company.

## SUPPLEMENTAL NOTICE OF AGM

2. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the Bye-laws, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, the Proxy Form and Supplemental Proxy Form together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the offices of 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 for holding the AGM or any adjournment thereof. Completion and return of the Proxy Form and/or the Supplemental Proxy Form will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she so wish.
4. The Supplemental Proxy Form in respect of the AGM is enclosed with the supplemental Circular and only serves as a supplement to the Proxy Form. Whether or not you intend to attend the AGM in person, all members are urged to complete and return the Proxy Form and Supplemental Proxy Form in accordance with the instructions printed thereon.