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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF BOARD COMMITTEES AND CHANGE OF MEMBERS OF AUDIT COMMITTEE

The Board is pleased to announce that with effect from 15 October 2015:

- (1) Mr. William Fong (“**Mr. Fong**”) has been appointed as an independent non-executive director;
- (2) Mr. Fong has also been appointed as a member of each of the Audit Committee, Remuneration Committee and Financial Reporting Committee;
- (3) Mr. Fong has been appointed as the Chairman of the Audit Committee; and
- (4) Mr. Mu Xiangming has ceased to be the Chairman and member of the Audit Committee.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF BOARD COMMITTEES

The board of directors (the “**Board**”) of North Mining Shares Company Limited (the “**Company**”) is pleased to announce that Mr. William Fong (“**Mr. Fong**”) has been appointed as an independent non-executive director and a member of each of the Audit Committee, Remuneration Committee and Financial Reporting Committee of the Company with effect from 15 October 2015.

Mr. Fong, aged 35, holds a Master Degree in Business Administration from the University of Hong Kong and a Bachelor’s Degree (Hons) in Accountancy from City University of Hong Kong. Mr. Fong has over twelve years of experience in audit and finance. He has been the chief financial officer of China Kangda Food Company Limited, a company dual listed on the Stock Exchange of Hong Kong Limited (the “**SEHK**”) and Singapore Exchange Securities Trading Limited, since July 2010. Before that, Mr. Fong had respectively worked in two international accounting firms for seven years. He is a member of Hong Kong Institute of

Certified Public Accountants and Taxation Institute of Hong Kong respectively. He was an independent non-executive director of ZMFY Automobile Glass Services Limited, a company listed on the SEHK, from September 2013 to January 2015.

Save as disclosed above, Mr. Fong did not hold any other directorship in other listed public companies in the last three years preceding the date of this announcement and he has never held any position with the Company or its subsidiaries. As at the date of this announcement, Mr. Fong 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. Fong. 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\$100,000 without discretionary bonus. The remuneration is determined with reference to his experience and qualification, his duties and responsibilities within the Company and the prevailing market conditions.

Mr. Fong has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the SEHK (the "**Listing Rules**") and there is no other information related to Mr. Fong that need to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company.

CHANGE OF MEMBERS OF AUDIT COMMITTEE

The Board also announces that (i) Mr. Mu Xiangming has ceased to be the Chairman and member of the Audit Committee of the Company; and (ii) Mr. Fong has been appointed as the Chairman of the Audit Committee, both with effect from 15 October 2015.

The Board would like to extend its warmest welcome to Mr. Fong for joining the Board of the Company.

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

Hong Kong, 15 October 2015

As at the date of this announcement, the Board of the Company comprises Mr. Gao Yuan Xing, Mr. Qian Yi Dong, Mr. Yang Ying Min, Mr. Zhang Jia Kun and Ms. Li Li Juan as executive Directors; and Mr. William Fong, Mr. Mu Xiangming, Dr. Cheng Chak Ho and Mr. Lo Wa Kei Roy as independent non-executive Directors.