
THIS 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 Poolside Lounge, Royal View Hotel, 353 Castle Peak Road, Ting Kau, Tsuen Wan, Hong Kong on Wednesday, 30 May 2018 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.

26 April 2018

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. General Mandates to Issue and to Repurchase Shares.	4
3. Extension of General Mandate to Issue Shares.	5
4. Re-election of Retiring Directors	5
5. Listing Rules Requirement	5
6. Annual General Meeting.	5
7. Closure of Register of Members.	6
8. Responsibility Statement	6
9. Recommendation	6
Appendix I – Explanatory Statement of the Share Repurchase Mandate.	7
Appendix II – Biographical Details of the Retiring Directors.	11
Notice of Annual General Meeting	15

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 Poolside Lounge, Royal View Hotel, 353 Castle Peak Road, Ting Kau, Tsuen Wan, Hong Kong on Wednesday, 30 May 2018 at 11:00 a.m.;
“Board”	the board of Directors;
“Bye-law(s)”	the bye-law(s) of the Company;
“CG Code”	Corporate Governance Code as set out on Appendix 14 to the Listing Rules;
“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;
“INED(s)”	Independent non-executive Director(s);
“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;

DEFINITIONS

“Latest Practicable Date”	20 April 2018, 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;
“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 of Hong Kong as amended from time to time; 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. Yang Ying Min *(Chairman and Chief Executive Officer)*

Mr. Qian Yi Dong *(Deputy Chairman)*

Mr. Zhang Jia Kun

Mr. Xu Zi Jing

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-Executive Directors:

Mr. William Fong

Mr. Leung Kar Fai

Dato Dr. Cheng Chak Ho

Principal Place of

Business in Hong Kong:

Rooms 1505–07, 15/F

Shui On Centre

6–8 Harbour Road

Wanchai

Hong Kong

26 April 2018

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.

LETTER FROM THE BOARD

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.

2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the general meeting of the Company held on 23 May 2017, 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 4,299,077,257 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 2,149,538,628 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.

LETTER FROM THE BOARD

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.

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 87(1) and 87(2), Mr. Qian Yi Dong, Mr. Fong William and Mr. Leung Kar Fai shall retire as Directors by rotation at the AGM and, being eligible, will offer themselves for re-election.

In addition, pursuant to Bye-law 86(2), Mr. Xu Zi Jing who was appointed as executive directors of the Company on 9 April 2018, shall hold office only until the forthcoming AGM, and, being eligible, will offer himself 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 15 to 18 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.

LETTER FROM THE BOARD

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. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 24 May 2018 to Wednesday, 30 May 2018 (both days inclusive), for the purpose of determining the Shareholders who are entitled to attend and vote at the AGM, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 23 May 2018.

8. 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.

9. 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
Yang Ying Min
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 21,495,386,286 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 2,149,538,628 Shares (being 10% of the total number of issued Shares) 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 2017, 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.

APPENDIX I**EXPLANATORY STATEMENT OF
THE SHARE REPURCHASE MANDATE**

8. PURCHASE OF SHARES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had purchased its Shares on the Stock Exchange as follows:

Date of purchase	Number of Shares purchase	Highest price paid per Share <i>HK\$</i>	Lowest price paid per Share <i>HK\$</i>
25 September 2017	30,180,000 ^{*1}	0.1600	0.1590
26 September 2017	7,650,000 ^{*1}	0.1600	0.1580
28 September 2017	12,330,000 ^{*1}	0.1630	0.1620
12 October 2017	<u>12,000,000^{*2}</u>	0.1610	0.1610
	<u><u>62,160,000</u></u>		

** Notes:*

1. Cancelled on 6 October 2017.
2. Cancelled on 18 October 2017.

APPENDIX I**EXPLANATORY STATEMENT OF
THE SHARE REPURCHASE MANDATE**

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 <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
March	0.1680	0.1290
April	0.1710	0.1510
May	0.1640	0.1510
June	0.1880	0.1590
July	0.1660	0.1350
August	0.1500	0.1320
September	0.1720	0.1350
October	0.1630	0.1500
November	0.1590	0.1340
December	0.1760	0.1370
2018		
January	0.1840	0.1580
February	0.1650	0.1480
March	0.1560	0.1300
April (As at the Latest Practicable Date)	0.1590	0.1350

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

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. Qian Yi Dong (“Mr. Qian”) – Executive Director

Mr. Qian Yi Dong, aged 32, was appointed as an Executive Director of the Company on 15 March 2011 and was then appointed as the Deputy Chairman of the Board on 21 April 2011. He is also currently a director of certain subsidiaries of the Company. Mr. Qian graduated from Beijing Normal University Zhuhai majored in electronic commerce. He is also a director of Universal Union Limited and China Wan Tai Group Limited, the controlling shareholders of the Company.

Save as disclosed above, Mr. Qian 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. Qian 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 except that he is a son of Mr. Qian Yong Wei, the beneficial owner of Universal Union and China Wan Tai which are controlling shareholders of the Company.

There is no service contract entered into between the Company and Mr. Qian. 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. Mr. Qian is entitled to an annual remuneration of HK\$364,000 (excluding discretionary bonus and/or other benefits). The annual 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. Xu Zi Jing (“Mr. Xu”) – Executive Director

Mr. Xu, aged 30, graduated with a bachelor degree from the School of Electronic Information and Electrical Engineering of Shanghai Jiaotong University. He is one of the pioneers in the blockchain industry in Asia Pacific and is an internationally renowned investor and entrepreneur in the internet finance industry, and he has nearly 10 years of experience in the blockchain industry. He has a wealth of experience in strategic planning and operating investment in start-up companies.

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

Mr. Xu is the co-founder of Blockchain Global, Australia which is the largest and fastest-growing blockchain startup company in Australia. Its businesses include blockchain cloud data centers, blockchain asset exchanges, and blockchain-related startups/project incubation centres. Blockchain Global has established strategic partnerships with IBM, Amazon, Microsoft, KPMG, Shine Wing, etc.

Save as disclosed above, Mr. Xu 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. Xu 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. Xu. 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. Mr. Xu has entered into a letter of appointment with the Company, pursuant to the letter of appointment, Mr. Xu is entitled to a director's nominal fee of HK\$1 per year and 100,000,000 Share Options as disclosed below. 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.

The Company granted 100,000,000 Share Options to Mr. Xu to subscribe for a total of 100,000,000 Shares under the Share Option Scheme. Details of share options offered to grant are set out as follows:

Date of grant:	9 April 2018
Exercise price of share options granted:	HK\$0.18
Number of share options granted:	100,000,000
Closing price of the Shares on the date of grant:	HK\$0.139
Validity period of the share options:	3 years from 9 April 2018 to 8 April 2021

The Board considers that the grant of the Share Option may incentivize Mr. Xu to set up and develop the business of the Joint Venture.

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

Mr. William Fong (“Mr. Fong”) – Independent Non-executive Director

Mr. Fong, aged 38, was appointed as an Independent Non-executive Director and the Chairman of the Audit Committee of the Company on 15 October 2015. He 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 ten years of experience in audit and finance. He has been the chief financial officer of China Kangda Food Company Limited, a company listed on the Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) 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.

Save as disclosed above, Mr. Fong 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. Fong 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. Fong. 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. Mr. Fong is entitled to an annual remuneration package of HK\$100,000 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.

Mr. Leung Kar Fai (“Mr. Leung”) – Independent Non-executive Director

Mr. Leung, aged 39, was appointed as an Independent Non-executive Director and the Chairman of the Remuneration Committee of the Company on 24 November 2015. He holds a Master of Philosophy in Earth Sciences and Bachelor of Science (First Class Honours) from the University of Hong Kong. Mr. Leung has extensive experience in mineral exploration, project management, mining project evaluation as well as course management related to geology and natural resources management. He is currently the director of Dragon Global Group and the member of the Task Force on Gemstone Testing, Hong Kong Accreditation Service. Mr. Leung is currently the chairman of the Geological Society of Hong Kong and the founding chairman of Hong Kong Mining Investment Professional Association.

APPENDIX II BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

Save as disclosed above, Mr. Leung 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. Leung 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. Leung. 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. Mr. Leung is entitled to an annual remuneration package of HK\$100,000 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.

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. Qian, Mr. Xu, Mr. Fong and Mr. Leung 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 Poolside Lounge, Royal View Hotel, 353 Castle Peak Road, Ting Kau, Tsuen Wan, Hong Kong on Wednesday, 30 May 2018 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 2017.
2. To re-elect retiring 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;

NOTICE OF ANNUAL GENERAL MEETING

(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 as at the date of this resolution and the said approval be limited accordingly; and

(c) for the purpose 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 of the Company 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 of the Company 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
Yang Ying Min
Chairman

Hong Kong, 26 April 2018

Principal Place of Business in Hong Kong:

Rooms 1505–07, 15/F

Shui On Centre

6–8 Harbour Road

Wanchai

Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

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 notorially 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.
- (3) For determining the right to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, 24 May 2018 to Wednesday, 30 May 2018 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the annual general meeting, all transfers, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 23 May 2018.