

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to the 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 announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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 ANNOUNCEMENT INSIDE INFORMATION WINDING-UP PETITION AGAINST THE COMPANY

References are made to the announcements (the “**Announcements**”) of North Mining Shares Company Limited (the “**Company**”) dated 7 June 2020 and 30 November 2021 in relation to execution of Settlement Agreement and the 3rd Petition, respectively. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

The Board wishes to provide the Shareholders and potential investors of the Company with the following additional information in relation to the 3rd Petition as set out below:

DETAILS AND BASIS OF THE 3RD PETITION

The Company received the 3rd Petition on 29 November 2021. As disclosed in the Company’s announcement dated 30 November 2021, the 3rd Petition stated that the Company was indebted to the Petitioner in the aggregate sum of HK\$315,373,991.29 (the “**Debt**”).

In the 3rd Petition, the Petitioner also alleged that:

1. on 5 November 2021, a statutory demand dated 3 November 2021 (the “**Statutory Demand**”) pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) was served on the Company by leaving the same at the principal place of business of the Company at the time of service of the Statutory Demand;
2. more than 21 days had lapsed since the service of the Statutory Demand on the Company but, as at the date of the 3rd Petition, the Company had failed and/or neglected to pay, or to secure or compound to the reasonable satisfaction of the Petitioner, the Debt; and

3. notwithstanding the issuance of the Statutory Demand and the repeated demands and requests by the Petitioner, the Company had failed to repay the Debt in full or any part thereof.

As disclosed in the announcement of the Company dated 30 November 2021, the 3rd Petition will be heard before a master of the High Court at 10:00 a.m. on 9 February 2022. The 3rd Petition was filed in the High Court only as an application for the winding up of the Company and as at the date of this announcement no winding up order has been granted by the High Court to wind up the Company.

POTENTIAL IMPACT OF THE 3RD PETITION

Pursuant to the requirement of section 182 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) and Article 166 of the Bermuda Companies Act 1981, “in a winding up by the court, any disposition of the property of the company including things in action, and any transfer of shares, or alteration in the status of the members of the company, made after the commencement of the winding up, shall, unless the court otherwise orders, be void.”

Shareholders and potential investors are reminded that after the 3rd Petition has been presented, the transfer of the shares made thereafter may be void without a validation order from the court under the laws and regulations applicable to the Company. So far as the Company has been made aware by the circular dated 28 December 2016 issued by the Hong Kong Securities Clearing Company Limited (the “**HKSCC**”), when the winding-up petition is carried out and in view of these restrictions and the uncertainties that may arise from the transfer of shares in the Company, for any participants who conduct shares transfer through HKSCC (the “**Participants**”), HKSCC may at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (“**CCASS**”) to temporarily suspend any of its services in respect of shares in the Company. This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominee Limited’s name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account accordingly. These measures would generally cease to apply from the date when the Winding-up Petition has been struck-out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the relevant court.

ACTIONS TAKEN BY THE COMPANY IN RESPECT OF THE 3RD PETITION

The Company has a major objection to the alleged aggregate amount of the Debt as stated in the 3rd Petition which is significantly different from the repayment amount set in the Settlement Agreement. The Company has been actively seeking legal advice in relation to the 3rd Petition to determine the next steps and possible actions in respect of the 3rd Petition to protect the interests of the Company and the shareholders of the Company.

In view of the impact of the possible winding up order on the transfer of shares of the Company (“**Shares**”), the Company is in the course of seeking advice from its legal advisers regarding a possible application to the High Court for a validation order. Shareholders of the Company are reminded that there is no guarantee that any validation order would be granted by the High Court. In the event where a validation order is not granted but the winding up order is not dismissed or permanently stayed, all transfers of Shares, after the commencement of the winding up, shall be void.

The Company will keep its shareholders and investors informed of any significant development of the 3rd Petition and will make further announcement(s) as and when appropriate in accordance with the Listing Rules.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Company’s shares on the Stock Exchange has been suspended from 9:00 a.m. on 1 April 2021 and will remain suspended until further notice.

Shareholders and potential investors should accordingly exercise caution when dealing in the securities of the Company.

By order of the Board
North Mining Shares Company Limited
Yang Ying Min
Chairman

Hong Kong, 2 December 2021

As at the date of this announcement, the Board of the Company comprises Mr. Yang Ying Min, Mr. Qian Yi Dong, Mr. Zhang Jia Kun and Mr. Shen Jian as Executive Directors; and Mr. Wong Wai Chun Alex, Dato Dr. Cheng Chak Ho and Ms. Guo Xiao Ying as Independent Non-executive Directors.