NORTH MINING SHARES COMPANY LIMITED
北方礦業股份有限公司
(Provisional Liquidators Appointed)
(For Restructuring Purposes)

(Incorporated in Bermuda with limited liability)
(Stock Code: 433)

CLARIFICATION ON PROFIT WARNING ANNOUNCEMENT

Reference is made to the announcements of North Mining Shares Company Limited (the "**Company**") dated 18 September 2019, 18 October 2019, 18 November 2019, 18 December 2019, 17 January 2020, 17 February 2020, 17 March 2020, 17 April 2020, 15 May 2020 and 16 June 2020 (the "**Announcements**") in relation to, among other things, the non-legally binding memorandum of understanding (the "**MOU**") regarding a possible subscription of new shares of the Company and possible application for whitewash waiver. Capitalized terms used herein shall have the same meanings as those defined in the Announcements unless otherwise stated.

Reference is also made to the profit warning announcement of the Company dated 22 June 2020 (the "**Profit Warning Announcement**") in relation to the annual result for the year ended 31 December 2019.

The Board would like to clarify that as the Profit Warning Announcement constitutes a profit forecast under Rule 10 of the Takeovers Code, it would need to be reported on by the Company's financial adviser and its accountants or auditors in accordance with Rule 10 of the Takeovers Code. Since the Profit Warning Announcement is required to be made pursuant to Rule 13.09 of the Listing Rules, which require the Company to issue the Profit Warning Announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code.

As the Profit Warning Announcement has been published, pursuant to Rule 10.4 of the Takeovers Code, the reports from the Company's auditors and financial adviser on the profit estimate are required to be included in the next document to be sent to the Shareholders. It is expected that the annual results announcement of the Company for the year ended 31 December 2019 (the "**Annual Results Announcement**") will be published on 26 June 2020, which is envisaged to be prior to the next document to be sent to the Shareholders. If this is the case, the requirement under Rule 10 of the Takeovers Code to report on the Profit Warning Announcement will be superseded by the publication of the Annual Results Announcement, otherwise the Profit Warning Announcement shall be reported on in accordance with Rule 10 of the Takeovers Code and the relevant reports will be included in the next document to be sent to the Shareholders.

Save for the clarification stated in this announcement, all information in the Profit Warning Announcement remain unchanged.

WARNING:

Shareholders and potential investors of the Company should note that the Profit Warning Announcement has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Profit Warning Announcement in assessing the merits and demerits of the Possible Subscription. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

By order of the Board
North Mining Shares Company Limited
(Provisional Liquidators Appointed)
(For Restructuring Purposes)
Yang Ying Min
Chairman

Hong Kong, 23 June 2020

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. Zhao Jian as Executive Directors; and Mr. Wong Wai Chun Alex, Dato Dr. Cheng Chak Ho and Mr. Yeung Yat Chuen as Independent Non-executive Directors.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.