
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in North Mining Shares Company Limited (In Liquidation) (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer, 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

(In Liquidation)

(Incorporated in Bermuda with limited liability)

(Stock code: 433)

NOTICE OF MEETING OF CONTRIBUTORIES

A letter from the Joint and Several Liquidators is set out on pages 2 to 4 of this circular. A notice convening the meeting of contributories (the “**Meeting**”) of the Company to be held at 27/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong on Friday, 14 April 2023 at 3:00 p.m. is set out on pages 5 to 6 of this circular. A form of proxy for use by the Shareholders at the Meeting or any adjourned meeting is enclosed.

Whether or not you are able to attend the Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Ernst & Young Transactions Limited at 27/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong as soon as practicable and, in any event, not later than 12:00 noon (Hong Kong time) on 13 April 2023. If the Meeting is adjourned, the form of proxy should be returned by 12:00 noon (Hong Kong time) one business day before the adjourned Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.

17 March 2023

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context indicates otherwise:

“Board”	the board of Directors;
“Company”	North Mining Shares Company Limited (In Liquidation), a company incorporated in the in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange;
“Contributory(ies)”	every person (including the Shareholders) who is liable to contribute to the assets of the Company and for the purposes of all proceedings for determining, and all proceedings prior to the final determination of, the persons who are to be deemed contributories, including any person alleged to be a contributory;
“Court”	The High Court of Hong Kong;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Joint and Several Liquidator(s)”	the joint and several liquidator(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Meeting”	the meeting of contributories of the Company to be held at 27/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong on Friday, 14 April 2023 at 3:00 p.m. or any adjournment thereof (as the case may be);
“Shareholder(s)”	holder(s) of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE JOINT AND SEVERAL LIQUIDATORS



NORTH MINING SHARES COMPANY LIMITED

北方礦業股份有限公司

(In Liquidation)

(Incorporated in Bermuda with limited liability)

(Stock code: 433)

Executive Directors:

Mr Yang Ying Min (*Chairman*)

Mr Qian Yi Dong

Mr Shen Jian

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Head office and principal place of
business in Hong Kong:*

27/F, One Taikoo Place

979 King's Road

Quarry Bay

Hong Kong

17 March 2023

To the Shareholders

Dear Sir or Madam,

NOTICE OF MEETING OF CONTRIBUTORIES

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of resolutions to be proposed at the Meeting relating to the resignation and appointment of Joint and Several Liquidators of the Company.

LETTER FROM THE JOINT AND SEVERAL LIQUIDATORS

2. BACKGROUND

Mr Tsui Chi Chiu (“**Mr Tsui**”) and Ms So Kit Yee Anita (“**Ms So**”) both of Ernst & Young Transactions Limited were appointed as the Joint and Several Liquidators of the Company (the “**Liquidators**”) pursuant to an Order of the Court on 18 July 2022 (the “**Order**”).

3. THE MEETING

Please be informed that Mr Tsui, one of the Joint and Several Liquidators of the Company intends to resign as Joint and Several Liquidator.

As such, it is proposed to appoint Ms Lau Wun Man (“**Ms Lau**”) to replace Mr Tsui to act as the Joint and Several Liquidator of the Company together with Ms So. The Joint and Several Liquidators have exercised their powers to convene the Meeting for the purpose of considering and if thought fit, passing the ordinary resolution(s) in relation to the following matter:

- (1) “That Mr Tsui Chi Chiu’s resignation as Joint and Several Liquidator of the Company be approved.”
- (2) “That the appointment of Ms. Lau Wun Man of Ernst & Young Transactions Limited, 27/F, One Taikoo Place 979 King’s Road, Quarry Bay, Hong Kong as the Joint and Several Liquidator of the Company be approved.”

Notice of the Meeting to be held at at 27/F, One Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong on 14 April 2023, 3:00 p.m. (Hong Kong time) is set out on pages 5 to 6 of this circular. Ordinary resolution(s) in respect of the matters as referred to above will be proposed at the Meeting.

LETTER FROM THE JOINT AND SEVERAL LIQUIDATORS

4. PROXY ARRANGEMENT

A form of proxy for use at the Meeting is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the office of Ernst & Young Transactions Limited at 27/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong as soon as practicable and not later than 12:00 noon (Hong Kong time) on 13 April 2023. If the Meeting is adjourned, the form of proxy should be returned by 12:00 noon (Hong Kong time) one business day before the adjourned Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.

5. POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by a poll.

For and on behalf of
North Mining Shares Company Limited
(In Liquidation)
Tsui Chi Chiu
So Kit Yee Anita
Joint and Several Liquidators
Acting as agents of the Company only and
without personal liability

The affairs, business and property of the Company are being managed by the Joint and Several Liquidators who act as agents of the Company only and without personal liability.

NOTICE OF MEETING OF CONTRIBUTORIES



NORTH MINING SHARES COMPANY LIMITED

北方礦業股份有限公司

(In Liquidation)

(Incorporated in Bermuda with limited liability)

(Stock code: 433)

NOTICE OF MEETING OF CONTRIBUTORIES

NOTICE IS HEREBY GIVEN THAT the meeting of contributories of North Mining Shares Company Limited (In Liquidation) (the “**Company**”) in the above matter will be held at 27/F, One Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong on Friday, 14 April 2023 at 3:00 p.m. (Hong Kong time).

The purpose of the meeting is:-

- i. To approve the resignation of Mr Tsui Chi Chiu as the Joint and Several Liquidator of the Company; and
- ii. To approve the appointment of Ms Lau Wun Man of Ernst & Young Transactions Limited, 27/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong as one of the Joint and Several Liquidators of the Company to act together with Ms So Kit Yee Anita.

For and on behalf of
North Mining Shares Company Limited
(In Liquidation)
So Kit Yee Anita
Tsui Chi Chiu
Joint and Several Liquidators
acting as agents of the Company only and
without personal liability

Hong Kong, 17 March 2023

According to the information available from the previous announcement made by the Company, immediately before the making of winding up order against the Company by the Court, the Directors comprise Mr. Yang Ying Min, Mr. Qian Yi Dong and Mr. Shen Jian as Executive Directors.

The affairs, business and property of the Company are being managed by the Joint and Several Liquidators who act as agents of the Company only and without personal liability.

Notes:

- (1) A form of proxy for use at the Meeting or any adjournment thereof is enclosed.
- (2) Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a member of the Company.
- (3) In order to be valid, a form of proxy completed in accordance with the instructions set out therein, together with the 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 office of Ernst & Young Transactions Limited at 27/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong as soon as practicable and not later than 12:00 noon (Hong Kong time) on 13 April 2023. If the Meeting is adjourned, the form of proxy should be returned by 12:00 noon (Hong Kong time) one business day before the adjourned Meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.
- (4) In case of joint holders of any Share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, then one of the said persons present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- (5) A circular containing details of the resignation and appointment of the Joint and Several Liquidators is despatched to the Shareholders on 17 March 2023 (the "**Circular**"). Unless otherwise stated, capitalised terms used in this notice shall have the same meanings as those defined in the Circular.