



# 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)

### FORM OF PROXY FOR SPECIAL GENERAL MEETING TO BE HELD ON 7 JULY 2023, FRIDAY AT 11:00 a.m. AND ANY ADJOURNMENT THEREOF

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of

North Mining Shares Company Limited (In Liquidation) (the “Company”) **HEREBY APPOINT** <sup>(Note 3)</sup> \_\_\_\_\_  
or failing him, **THE CHAIRMAN OF THE MEETING**, to act for me/us as my/our proxy to attend the Special General Meeting of the Company to be held at Coral, 1/F., Auberge Discovery Bay Hong Kong, 88 Siena Avenue, Discovery Bay, Lantau Island, Hong Kong at 11:00 a.m. on 7 July 2023, Friday (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Special General Meeting (the “Notice”) as indicated below, and to vote for me/us as indicated below <sup>(Note 4)</sup>.

Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 13 June 2023 and the Notice.

Please tick (✓) as appropriate

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To approve, confirm and ratify the Restructuring Agreement and the Supplemental Restructuring Agreement involving (i) the Capital Reorganisation; (ii) the Investor’s Subscription; (iii) the Scheme and the transactions contemplated thereunder, and the execution and the performance thereunder by the Company.		
2.	To consider and approve the Share Consolidation.		
SPECIAL RESOLUTION		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
3.	To consider and approve the Capital Reduction, Share Subdivision and Share Premium Cancellation (collectively the “Capital Reorganisation”).		
ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
4.	To consider and approve the granting of the specific mandate to the Directors to issue and allot the Subscription Shares subject to and in accordance with the terms and conditions of the Restructuring Agreement.		
5.	To approve, confirm and ratify the Scheme involving the proposed allotment and issue of the Scheme Shares and the transactions contemplated thereunder, and to consider and approve the granting of the specific mandate to the Directors to allot and issue the Scheme Shares subject to and in accordance with the terms of the Scheme.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023. Signature <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Share(s) registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the Share(s) registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION(S). IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION(S).** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes on the relevant resolutions at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution which has been properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be either executed under its common seal or under the hand of an officer or attorney duly authorised on that corporation’s behalf.
6. Where there are joint registered holders of any Share(s), any one of such persons may vote at any meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting in person or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
7. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of this proxy form will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.
10. The description of the resolutions is by way of summary only. The full text appears in the Notice.