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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)**

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 7 JULY 2023**

The Board is pleased to announce that all proposed resolutions were duly passed by the Shareholders by way of poll at the SGM.

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of the North Mining Shares Company Limited (In Liquidation) (the “**Company**”) dated 13 June 2023. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **RESULTS OF THE SGM**

At the SGM held on Friday, 7 July 2023, all proposed resolutions as set out in the Notice were taken by poll. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As at the date of SGM, the total number of issued shares in the Company was 23,370,386,286 Shares. The total number of Shares entitling the Shareholders to attend and vote on all the resolutions at the SGM is 21,945,456,709. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the SGM as set out in Rule 13.40 of the Listing Rules. The Company notes that (i) according to Listing Rules 2.15, where a transaction or arrangement of an issuer is subject to shareholders’ approval under the provisions of the Listing Rules, any shareholder that has a material interest in the transaction or arrangement shall abstain from voting on the resolution(s) approving the transaction or arrangement at the general meeting; and (ii) it was disclosed in the Circular that no Shareholders had material interest in the Restructuring Transactions and would be required to abstain from voting on the relevant resolutions at the SGM.

The Company would like to clarify that Mr. Chau Yiu Ting, holding 100,000,000 Shares and Shanghai Minmin Investment Consultancy Limited\* (上海民閔投資諮詢有限公司), holding 1,324,929,577 Shares, as at the date of the SGM are Creditors, and are required to abstain, and have abstained, from voting on all the resolutions at the SGM according to the Listing Rules. Save as disclosed, there were no other Shareholders that were required under the Listing Rules to abstain from voting at the SGM.

The Company's executive Director, Mr. Qian Yi Dong attended the SGM in person. The Company's executive Directors Mr. Yang Ying Min and Mr. Shen Jian did not attend the SGM due to their other business engagements.

The Board is pleased to announce that all proposed resolutions were duly passed by the Shareholders by way of poll at the SGM. The poll results in respect of each of the resolutions were as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>Number of votes (Approximate %)</b>	
		<b>For</b>	<b>Against</b>
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.	5,767,090,000 (99.82%)	10,243,125 (0.18%)
2.	To consider and approve the Share Consolidation.	5,767,090,000 (99.82%)	10,243,125 (0.18%)
<b>SPECIAL RESOLUTION</b>		<b>For</b>	<b>Against</b>
3.	To consider and approve the Capital Reduction, Share Subdivision and Share Premium Cancellation.	5,767,090,000 (99.82%)	10,243,125 (0.18%)
<b>ORDINARY RESOLUTIONS</b>		<b>For</b>	<b>Against</b>
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.	5,767,090,000 (99.82%)	10,243,125 (0.18%)
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.	5,767,090,000 (99.82%)	10,243,125 (0.18%)

As more than 50% of the votes were cast in favour of resolutions no. 1 to 2 and 4 to 5, resolutions no. 1 to 2 and 4 to 5 were passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of resolution no. 3, resolution no. 3 was passed as a special resolution of the Company.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the Company's shares on the Stock Exchange, which was suspended with effect from 9:00 a.m. on 1 April 2021 remains suspended and will continue to be so until further notice.

**Completion of each of the Restructuring Transactions is subject to the fulfilment of various conditions. Accordingly, the Restructuring Transactions may or may not proceed. There is also no guarantee that trading of the Shares will resume. Shareholders and potential investors of the Company should exercise caution when dealing with the shares of the Company.**

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, 7 July 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 board of directors of the Company comprises 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 & Several Liquidators who act as agents of the Company only and without personal liability.*

\* *For identification purposes only*