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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in **Shandong Gold Mining Co., Ltd.**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**SD-GOLD**

**SHANDONG GOLD MINING CO., LTD.**

**山東黃金礦業股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1787)**

- 1) RESOLUTION ON PROPOSED ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS**
- 2) RESOLUTION ON FULL AUTHORIZATION AT THE GENERAL MEETING OF THE COMPANY TO THE BOARD OF DIRECTORS TO DEAL WITH THE MATTERS IN RELATION TO THE ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS**
- 3) RESOLUTION ON PROVISION OF GUARANTEE FOR THE FINANCING OF SHANDONG GOLD MINING (LAIZHOU) CO., LTD.**
- 4) NOTICE OF 2021 THIRD EXTRAORDINARY GENERAL MEETING**

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A notice convening the 2021 third extraordinary general meeting (the “**EGM**”) of Shandong Gold Mining Co., Ltd. (the “**Company**”) to be held at the conference room of the Company, No. 2503, Jingshi Road, Licheng District, Jinan, Shandong Province, the PRC at 9:00 a.m. on Wednesday, 22 December 2021 is set out on pages III-1 to III-2 of this circular.

The proxy form for use in connection with the EGM is enclosed herewith. The proxy form is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website (<http://www.sdhjgf.com.cn>).

Any shareholder(s) of the Company (the “**Shareholders**”) entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it by hand, by post or by facsimile to the Company's H share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be) (i.e. before 9:00 a.m. on Tuesday, 21 December 2021). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment hereof should you so wish.

7 December 2021

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“A Share(s)”	the domestic share(s) issued by the Company to domestic investors with a nominal value of RMB1.00 each, which are listed on the SSE;
“A Shareholder(s)”	holder(s) of A Shares;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Company”	Shandong Gold Mining Co., Ltd. (山東黃金礦業股份有限公司), a joint stock company incorporated in the PRC under the laws of the People’s Republic of China with limited liability on 31 January 2000, the H Shares and A Shares of which are listed on the main board of the Hong Kong Stock Exchange (Stock Code: 1787) and the SSE (Stock Code: 600547) respectively;
“Company Law”	the Company Law of the PRC;
“Directors”	the directors of the Company;
“EGM”	the 2021 third extraordinary general meeting of the Company to be held at 9:00 a.m. on Wednesday, 22 December 2021 at the conference room of the Company, No. 2503, Jingshi Road, Licheng District, Jinan, Shandong Province, the PRC;
“H Share(s)”	the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange;
“H Shareholder(s)”	holder(s) of H Shares;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;

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## DEFINITIONS

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“SDG Mining (Laizhou)”	Shandong Gold Mining (Laizhou) Co., Ltd. (山東黃金礦業(萊州)有限公司), a subsidiary of the Company incorporated in the PRC on 27 May 2003;
“Shareholders”	A Shareholders and H Shareholders;
“SSE”	Shanghai Stock Exchange (上海證券交易所);
“SSE Listing Rules”	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (上海證券交易所股票上市規則) as amended, supplemented or otherwise modified from time to time; and
“%”	per cent.

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## LETTER FROM THE BOARD

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**SD-GOLD**

### **SHANDONG GOLD MINING CO., LTD.**

### **山東黃金礦業股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1787)**

***Executive Directors:***

Mr. Liu Qin (*Vice-chairman*)  
Mr. Wang Shuhai  
Mr. Tang Qi

***Non-executive Directors:***

Mr. Li Guohong (*Chairman*)  
Mr. Wang Lijun  
Ms. Wang Xiaoling

***Independent Non-executive Directors:***

Mr. Wang Yunmin  
Mr. Liew Fui Kiang  
Ms. Zhao Feng

***Registered office and headquarters  
in the PRC:***

No. 2503, Jingshi Road  
Licheng District, Jinan  
Shandong Province  
The PRC

***Principal place of business in Hong Kong:***

Rooms 4003-4006  
China Resources Building  
No. 26 Harbour Road  
Wanchai  
Hong Kong

*To the Shareholders*

Dear Sir or Madam,

- 1) RESOLUTION ON PROPOSED ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS**
- 2) RESOLUTION ON FULL AUTHORIZATION AT THE GENERAL MEETING OF THE COMPANY TO THE BOARD OF DIRECTORS TO DEAL WITH THE MATTERS IN RELATION TO THE ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS**
- 3) RESOLUTION ON PROVISION OF GUARANTEE FOR THE FINANCING OF SHANDONG GOLD MINING (LAIZHOU) CO., LTD.**
- 4) NOTICE OF 2021 THIRD EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

On behalf of the Board, I invite you to attend the EGM to be held at the conference room of the Company, No. 2503, Jingshi Road, Licheng District, Jinan, Shandong Province, the PRC at 9:00 a.m. on Wednesday, 22 December 2021. The purpose of this circular is to issue the notice of EGM and provide you with all reasonably necessary information to enable you to make an informed decision as to the resolutions to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### 1. RESOLUTION ON PROPOSED ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS

As mentioned in an overseas regulatory announcement of the Company dated 30 November 2021, the Company proposes to issue an ultra short-term financing bonds in the size of not more than RMB10 billion (the “**Ultra Short-term Financing Bonds**”) to institutional investors in the interbank bond market of the PRC at an interest rate to be determined based on market conditions of the interbank bond market at the time of issuance of each tranche. The term of the Ultra Short-term Financing Bonds shall be not more than 270 days and the proceeds of the Ultra Short-term Financing Bonds will be mainly used for replenishing the working capital of the Company, repaying borrowings from financial institutions, repaying other liabilities including gold leasing and other purposes as recognized by the associations for investors.

For further details of the Ultra Short-term Financing Bonds, please refer to Appendix I to this circular.

### 2. RESOLUTION ON FULL AUTHORIZATION AT THE GENERAL MEETING OF THE COMPANY TO THE BOARD OF DIRECTORS TO DEAL WITH THE MATTERS IN RELATION TO THE ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS

To better grasp the timing of the issuance of the Ultra Short-term Financing Bonds and improve the financing efficiency, it is proposed at the general meeting to authorize the Board to deal with the specific matters regarding the issuance at its full discretion, including but not limited to:

In accordance with the needs of the Company and market conditions, to decide or adjust the specific plan for the actual issuance of the Ultra Short-term Financing Bonds, including all matters in relation to issuance e.g. the timing, size, term, interest rate and arrangement of proceeds; to engage intermediaries; to execute and amend all necessary legal documents; to perform information disclosure obligations; apart from the matters subject to re-vote at the general meeting pursuant to the relevant laws, regulations and Articles of Association, to adjust the matters relating to the issuance and subsistence of the Ultra Short-term Financing Bonds pursuant to the opinions of regulatory authorities, policy and market changes, etc., or determine whether to implement the issuance of the Ultra Short-term Financing Bonds based on the actual situation; to handle all other matters relating to the abovementioned registration of the issuance of the Ultra Short-term Financing Bonds. The above authorization is valid from the date of resolution at the general meeting to the date on which the above authorized matters are completed.

### 3. RESOLUTION ON PROVISION OF GUARANTEE FOR THE FINANCING OF SHANDONG GOLD MINING (LAIZHOU)

At the tenth meeting of the sixth session of the Board and the 2021 second extraordinary general meeting of the Company, the resolution regarding the cash acquisition of 100% equity interest in Shandong Tiancheng Mining Co., Ltd. by controlling subsidiary and the connected transaction, the resolution regarding the cash acquisition of 100% equity interest in Shandong Laizhou Ludi Gold Mine Company Limited by controlling subsidiary and the connected transaction, and the resolution regarding the cash acquisition of 100% equity interest in Shandong Dikuang Laijin Co., Ltd. and 45% equity interest in Laizhou Hongsheng Mining Investment Co., Ltd. by controlling subsidiary and the connected transaction were considered and approved, to approve the acquisition of 100% equity interests in Shandong Dikuang Laijin Holdings Co., Ltd., 45% equity interests in Laizhou Hongsheng Mining Investment Co., Ltd., 100% equity interests in Shandong Tiancheng Mining Co., Ltd. and 100% equity interests in Shandong Laizhou Ludi Gold Mine Company Limited by Shandong Gold Mining (Laizhou)

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## LETTER FROM THE BOARD

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Co., Ltd., a controlled subsidiary of the Company at a total consideration of RMB7,132 million. Shandong Gold Mining (Laizhou) Co., Ltd. proposed to apply to the bank for a merger and acquisition loan in an amount of no more than 60% of the acquisition consideration, i.e. RMB4,279 million, in order to meet the funding needs of the acquisition. The Company proposed to provide joint and several liability guarantee for the loan. At the sixteenth meeting of the sixth session of the Board and the ninth meeting of the sixth session of the supervisory committee of the Company convened on 30 November 2021, a resolution on the provision of guarantee by the Company for such bank loan of Shandong Gold Mining (Laizhou) (the “**Guarantee**”) has been considered and approved, and the independent non-executive Directors have issued the Independent Non-executive Directors’ Opinion on the Provision of Guarantee for the Financing of Shandong Gold Mining (Laizhou) Co., Ltd.

For details of the Guarantee, please refer to Appendix II to this circular.

### IMPLICATIONS UNDER THE HONG KONG LISTING RULES

The issuance of the Ultra Short-term Financing Bonds and the provision of the Guarantee are not required to be subject to reporting, announcement and independent Shareholders’ approval requirements under the Hong Kong Listing Rules. According to the SSE Listing Rules and the Articles of Association, the issuance of the Ultra Short-term Financing Bonds and the provision of the Guarantee have to be submitted to the EGM for consideration and approval. As the issuance of the Ultra Short-term Financing Bonds and the provision of the Guarantee to be provided by the Company are subject to Shareholders’ approval under the SSE Listing Rules, the information regarding the issuance of the Ultra Short-term Financing Bonds and the provision of the Guarantee contained in this circular is not prepared in accordance with Chapter 14 or Chapter 14A of the Hong Kong Listing Rules but only prepared to provide information for the Shareholders.

The proposed issuance of the Ultra Short-term Financing Bonds and the resolution on authorizing the Board to deal with all matters on the issuance of the Ultra Short-term Financing Bonds will be submitted by way of special resolutions for the Shareholders’ consideration and approval at the EGM.

An ordinary resolution will be proposed at the EGM to seek for approval of the provision of Guarantee by the Company for Shandong Gold Mining (Laizhou).

### EGM

The EGM is to be held at the conference room of the Company, No. 2503, Jingshi Road, Licheng District, Jinan, Shandong Province, the PRC at 9:00 a.m. on Wednesday, 22 December 2021. The notice of the EGM is set out in Appendix III to this circular.

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it, by hand, by post or by facsimile, to the Company’s H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be) (i.e. before 9:00 a.m. on Tuesday, 21 December 2021). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 17 December 2021 to Wednesday, 22 December 2021, both dates inclusive, during which period no transfers of Shares will be effected.

In order to qualify to attend and vote at the EGM, all transfer instruments accompanied by the relevant share certificates must be lodged by H Shareholders with the Company's H Share Registrar, namely, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 16 December 2021.

### VOTING

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules and Article 119 of the Articles of Association, unless the chairman makes a decision in the spirit of honesty and credibility and agrees that the resolutions on relevant procedures or administrative matters shall be voted on by show of hands, voting for a general meeting shall be held by ballot.

Pursuant to Article 111 of the Articles of Association, Shareholders (including proxies) shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share. Pursuant to Article 120 of the Articles of Association, on a poll taken at a meeting, a shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.

### RECOMMENDATION

The Directors are of the view that the proposed resolutions at the EGM are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in satisfaction of the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### GENERAL INFORMATION

Your attention is drawn to the information set out in the appendices to this circular.

By order of the Board  
**Shandong Gold Mining Co., Ltd.**  
**Li Guohong**  
*Chairman*

Jinan, the PRC, 7 December 2021



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## APPENDIX I OVERSEAS REGULATORY ANNOUNCEMENT ON PROPOSED ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS

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Stock Code: 600547

Stock Abbreviation: SD GOLD

Announcement No.: Lin 2021-078

### **Shandong Gold Mining Co., Ltd. Announcement on Proposed Issuance of Ultra Short-Term Financing Bonds**

**The Company and all members of its board of directors guarantee the truthfulness, accuracy and completeness of the contents of this announcement, and severally and jointly accept the responsibility in case there are false representations and misleading statements contained in, or material omissions from, this announcement.**

In order for Shandong Gold Mining Co., Ltd. (the “**Company**”) to further broaden financing channels, reduce financing costs, and promote the Company’s sustainable and stable development, the Company, based on its actual situation, proposes to apply to the National Association of Financial Market Institutional Investors for registration of the issuance of ultra short-term financing bonds in the amount of not more than RMB10 billion.

#### **I. PLAN FOR THE ISSUANCE**

1. Size of issuance: No more than RMB10 billion. The specific size of issuance shall be subject to the amount registered by the Company with the National Association of Financial Market Institutional Investors;
2. Term of the ultra short-term financing bonds: The registered amount is valid within 2 years from the date of signing the Notice of Registration Acceptance, and the issuance term of each tranche shall not exceed 270 days. The specific term of issuance will be determined with reference to the capital needs of the Company and the market conditions;
3. Use of proceeds: Mainly for replenishing the working capital of the Company, repaying borrowings from financial institutions, repaying other liabilities including gold leasing and other purposes as recognized by the association for investors;
4. Target subscribers: Institutional investors in the interbank bond market of the PRC (excluding those who are prohibited from subscribing under national laws and regulations);
5. Interest rate: To be determined based on market conditions of the interbank bond market at the time of issuance of each tranche and be finally determined according to the results from the bookkeeping records;
6. Date of issuance: To be issued within the validity period as specified in the Notice of Registration Acceptance issued by the National Association of Financial Market Institutional Investors in due course in accordance with the actual capital needs and market interest rate;

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## **APPENDIX I OVERSEAS REGULATORY ANNOUNCEMENT ON PROPOSED ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS**

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7. Method of issuance: The issuance will be made publicly to institutional investors in the interbank bond market of the PRC (excluding those who are prohibited from subscribing under national laws and regulations) in tranches by the lead underwriter by way of balance underwriting by underwriting agency;
8. Method of guarantee: No guarantee will be provided for the issuance of the ultra short-term financing bonds;
9. Joint lead underwriters: Industrial and Commercial Bank of China Limited, China Construction Bank Corporation, Agricultural Bank of China Limited, Bank of China Limited, Bank of Communications Co., Ltd., Industrial Bank Co., Ltd., China Merchants Bank Co., Ltd., Shanghai Pudong Development Bank Co., Ltd., China CITIC Bank Corporation Limited, Ping An Bank Co., Ltd., Hua Xia Bank Co., Ltd., China Guangfa Bank Co., Ltd., Postal Savings Bank of China Co., Ltd., Bank of Beijing Co., Ltd., Bank of Qingdao Co., Ltd., Bank of Tianjin Co., Ltd., China Minsheng Banking Corp., Ltd., Guotai Junan Securities Co., Ltd., CSC Financial Corp., Ltd., and China Galaxy Securities Co., Ltd. currently compose an underwriting syndicate with the institutions that are in cooperation with the Company. For the issuance of each tranche, one or more underwriters will be chosen for underwriting the issuance;
10. Validity period of the resolution: Upon consideration and approval of the issuance of the ultra short-term financing bonds at the general meeting of the Company, the relevant resolution shall remain in force within the validity period of the registration of the ultra short-term financing bonds and while the ultra short-term financing bonds subsist.

### **II. PROPOSED AUTHORIZATION AT THE GENERAL MEETING TO THE BOARD OF DIRECTORS TO DEAL WITH THE ISSUANCE**

To better grasp the timing of the issuance of ultra short-term financing bonds and improve the financing efficiency, it is proposed at the general meeting to authorize the Board of Directors which further authorizes the Chairman of the Company to deal with the specific matters regarding the issuance at its full discretion, including but not limited to:

1. based on the needs of the Company and market conditions, to decide or adjust the specific plan for the actual issuance of the ultra short-term financing bonds including all matters in relation to issuance e.g. the timing, size, term, interest rate and arrangement of proceeds;
2. to decide on engagement of underwriters and other intermediaries to provide services for the issuance;
3. be responsible for signing, revising and reporting all agreements and legal documents related to the issuance and handling relevant reporting, registration and information disclosure procedures;

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## **APPENDIX I OVERSEAS REGULATORY ANNOUNCEMENT ON PROPOSED ISSUANCE OF ULTRA SHORT-TERM FINANCING BONDS**

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4. apart from the matters subject to re-vote at the general meeting pursuant to the relevant laws, regulations and articles of association of the Company, to adjust the matters relating to the issuance and subsisting of the ultra short-term financing bonds accordingly pursuant to the opinions of regulatory authorities, policy and market changes, etc., or determine whether to implement the issuance of the ultra short-term financing bonds based on the actual situation;
5. to handle all other matters relating to the abovementioned registration of the issuance of the ultra short-term financing bonds.

The above authorization is valid from the date of resolution at the general meeting to the date on which the above authorized matters are completed.

### **III. INTERNAL APPROVAL PROCEDURES OF THE COMPANY PERFORMED FOR THE ISSUANCE**

The issuance has been considered and approved at the sixteenth meeting of the sixth session of the Board of Directors of the Company and is still subject to approval at the Company's general meeting. The issuance of the ultra short-term financing bonds by the Company is subject to the approval by the National Association of Financial Market Institutional Investors and will be implemented after the acceptance of registration by the National Association of Financial Market Institutional Investors. The Company will disclose the issuance of the ultra short-term financing bonds in accordance with the relevant laws and regulations in a timely manner.

The announcement is hereby made.

The Board of Directors of Shandong Gold Mining Co., Ltd.  
30 November 2021

Stock Code: 600547

Stock Abbreviation: SD GOLD

Announcement No.: Lin 2021-079

**Shandong Gold Mining Co., Ltd.**  
**Announcement on Provision of Guarantee for the Financing of**  
**Shandong Gold Mining (Laizhou) Co., Ltd.**

The Company and all members of its board of directors guarantee the truthfulness, accuracy and completeness of the contents of this announcement, and severally and jointly accept the responsibility in case there are false representations and misleading statements contained in, or material omissions from, this announcement.

*Important Notes:*

- Name of the guaranteed entity: Shandong Gold Mining (Laizhou) Co., Ltd. (“**Shandong Gold Laizhou Company**”)
- Amount of the guarantee and the accumulated balance of the actual guarantee provided: Shandong Gold Mining Co., Ltd. (the “**Company**”) proposed to provide guarantee for the loan of Shandong Gold Mining (Laizhou) Co., Ltd. in an amount of RMB4,279 million. As at the date of this announcement, the Company does not provide any guarantee for Shandong Gold Laizhou Company.
- Counter-guarantee: nil
- Aggregated amount of overdue external guarantees: The Company has no aggregated amount of overdue guarantees.

**I. OVERVIEW OF THE GUARANTEE**

The Resolution on Provision of Guarantee for the Financing of Shandong Gold Mining (Laizhou) Co., Ltd. has been considered and approved at the sixteenth meeting of the sixth session of the Board of Directors and the ninth meeting of the sixth session of the Supervisory Committee of Shandong Gold Mining Co., Ltd. held on 30 November 2021. Shandong Gold Mining (Laizhou) Co., Ltd., a controlled subsidiary of the Company, proposed to apply to the bank for a merger and acquisition loan in an amount of no more than 60% of the acquisition consideration, i.e. RMB4,279 million, in order to meet the funding needs of the acquisition. The Company proposed to provide joint and several liability guarantee for the loan.

The loan amount in relation to the external guarantee accounts for 13.52% of the audited net assets of the Company for 2020. According to the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, “a single guarantee in an amount exceeding 10% of the Company’s latest audited net assets shall be subject to consideration at the general meeting after the consideration and approval by the Board of Directors”. The guarantee shall be subject to consideration at the 2021 third extraordinary general meeting of the Company. The management of the Company will be authorized to handle all the matters relating to the guarantee upon the same being considered and approved at the general meeting.

**II. BASIC INFORMATION OF THE GUARANTEED ENTITY**

Company name: Shandong Gold Mining (Laizhou) Co., Ltd.

Place of incorporation: No. 609 Laizhou North Road, Laizhou City, Shandong Province

Registered capital: RMB430,176,400

Scope of business: Sales of gold, mineral products (except coal), mining equipment and materials. The following items shall only be operated by branches: gold mining and smelting; acquisition, processing, sales: gold products, silver products, gold concentrate, zinc concentrate, sulfur concentrate and iron ore concentrate; wholesale and retail of jewelry, metal jewelry and handicrafts; production and sales: construction materials and underground filling materials (for items subject to approval according to laws, operation activities may not be commenced until the approval has been obtained from the relevant authorities).

Shandong Gold Laizhou Company is a subsidiary established by the Company in Laizhou in 2003. As of now, it is held as to 95.31% by the Company and 4.69% by the Bank of China Financial Asset Investment Co., Ltd. As at 30 September 2021, Shandong Gold Laizhou Company had total assets of RMB13,773,580,400, total liabilities of RMB7,815,447,700, and net assets of RMB5,958,132,700. For the period from January to September 2021, its cumulative sales revenue and net profit amounted to RMB1,592,232,800 and RMB-830,981,700, respectively.

### **III. SUBJECT MATTER OF THE GUARANTEE AGREEMENT**

As at the date of this announcement, the Company and Shandong Gold Laizhou Company have not yet entered into relevant financing agreements with financial institutions, and the guarantee contract will be entered into together with the financing contract at the actual financing. The specific amount, scope, period and other arrangements of the guarantee are subject to the contents of the relevant documents then entered into. Upon consideration and approval of the guarantee at the general meeting, the management of the Company will be authorized to handle the matters in relation to the guarantee.

### **IV. OPINIONS OF THE BOARD OF DIRECTORS**

The abovementioned guarantee is provided to meet the normal acquisition needs of a controlled subsidiary of the Company and is in line with the overall development strategy plan of the Company. Shandong Gold Laizhou Company is a controlled subsidiary of the Company. The Company can effectively control the risks and decisions of its daily operations. The guaranteed entity has sufficient solvency. The financial risks of the guarantee provided by the Company are controllable. There is no violation of laws, administrative regulations and other provisions and the provision of guarantee will not prejudice the interests of the Company and shareholders of the Company. Therefore, the Board of Directors approves the abovementioned guarantee.

### **V. OPINIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

Wang Yunmin, Liew Fui Kiang and Zhao Feng, being independent non-executive directors of the Company, have conducted a prudent verification on relevant matters concerning the Company's provision of guarantee for Shandong Gold Laizhou Company and provided independent opinions that the guarantee is to meet the funding needs of the acquisition by a controlled subsidiary of the Company so as to ensure the smooth implementation of the acquisition. Shandong Gold Laizhou Company, as the guaranteed entity, is a controlled subsidiary of the Company, the Company can keep track of its credit status in time, and the risks are all controllable. The guarantee and consideration procedures are in compliance with

relevant laws and regulations, regulatory documents and the Articles of Association, and are in the interests of the Company and all shareholders, without prejudice to the interests of the Company and minority shareholders. Accordingly, the independent non-executive directors of the Company have approved the resolution and agreed to submit the same to the 2021 third extraordinary general meeting of the Company for consideration.

**VI. ACCUMULATED AMOUNT OF EXTERNAL GUARANTEES AND AMOUNT OF OVERDUE GUARANTEES**

As at the date of this announcement, the loan contract amount in relation to external guarantees provided by the Company and its controlled subsidiaries is US\$1,075 million, and the balance of loans for which guarantee has been actually provided is US\$855 million (equivalent to RMB5,461,312,500). All are guarantees provided for the overseas financing of Shandong Gold Mining (Hong Kong) Co., Limited, a wholly-owned subsidiary of the Company. The balance of loans for which guarantee has been actually provided accounts for 17.25% of the Company's audited net assets for 2020. There is no overdue guarantee.

The announcement is hereby made.

The Board of Directors of Shandong Gold Mining Co., Ltd.  
30 November 2021



SD-GOLD

**SHANDONG GOLD MINING CO., LTD.****山東黃金礦業股份有限公司***(a joint stock company incorporated in the People's Republic of China with limited liability)***(Stock Code: 1787)****NOTICE OF 2021 THIRD EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2021 Third Extraordinary General Meeting (the “**EGM**”) of Shandong Gold Mining Co., Ltd. (the “**Company**”) will be held at the conference room of the Company, No. 2503, Jingshi Road, Licheng District, Jinan, Shandong Province, the PRC at 9:00 a.m. on Wednesday, 22 December 2021 for the purpose of considering and, if thought fit, passing the following resolutions:

**SPECIAL RESOLUTIONS**

1. To approve the resolution on proposed issuance of ultra short-term financing bonds
2. To approve the resolution on full authorization at the general meeting of the Company to the board of directors to deal with the matters in relation to the issuance of ultra short-term financing bonds

**ORDINARY RESOLUTION**

3. To approve the resolution on provision of guarantee for the financing of Shandong Gold Mining (Laizhou) Co., Ltd.

By order of the Board  
**Shandong Gold Mining Co., Ltd.**  
**Li Guohong**  
*Chairman*

Jinan, the PRC  
30 November 2021

*As at the date of this notice, the executive directors of the Company are Mr. Liu Qin, Mr. Wang Shuhai and Mr. Tang Qi; the non-executive directors of the Company are Mr. Li Guohong, Mr. Wang Lijun and Ms. Wang Xiaoling; and the independent non-executive directors of the Company are Mr. Wang Yunmin, Mr. Liew Fui Kiang and Ms. Zhao Feng.*

*Notes:*

1. All holders of H Shares whose names appear on the register of members of the Company on Friday, 17 December 2021 are entitled to attend the EGM and should bring along their identity cards or passports when attending the EGM. Holders of the Company's H Shares should note that the register of members of the Company will be closed from Friday, 17 December 2021 to Wednesday, 22 December 2021 (both dates inclusive), during which period no transfers of H Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, namely Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 16 December 2021. The record date and arrangements in respect of the holders of A Shares of the Company who are entitled to attend the EGM will be determined and announced separately in the PRC.
2. Any shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy or more proxies (who need not be a shareholder of the Company) to attend the EGM and vote thereat in his stead. For any shareholder who appoints more than one proxy, the voting right can only be exercised by his/her proxies on a poll.
3. Any shareholder who intends to appoint a proxy to attend the EGM shall put it in writing, with the proxy form to be signed by the appointer or his attorney duly authorized in writing. If the appointer is a corporation, the proxy form must be affixed with its common seal, or signed by any of its directors or attorney duly authorized in writing. If the proxy form is signed by an attorney authorized by the appointer, the power of attorney or other authorization documents must be notarially certified. The notarially certified power of attorney or other authorization documents together with the proxy form must be delivered to the Company's H share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for H shareholders only) not later than 24 hours before the time appointed for the holding of the EGM (i.e. before 9:00 a.m. on Tuesday, 21 December 2021). Completion and return of the proxy form will not affect the rights of the shareholders to attend and vote at the EGM in person.
4. Proxies of holders of the Company's H Shares shall bring along the proxy form, instrument(s) for appointing a proxy (if applicable) and the proxies' identity cards or passports to attend the EGM.
5. According to Article 108 of the Articles of Association, an ordinary resolution shall be passed by more than half of the votes cast by the shareholders (including proxies) present at the general meeting, while a special resolution shall be passed by more than two-thirds of the votes cast by the shareholders (including proxies) present at the general meeting.
6. Directors, supervisors and senior management of the Company and the witnessing lawyers and other relevant personnel employed by the Company will attend the EGM.