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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)

NOTICE OF 2022 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 second 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 10:00 a.m. on Friday, 29 July 2022 for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution on satisfaction of the conditions for Non-public Issuance of A Shares by the Company.
- 2.00. To consider and approve the resolution on the plan of the Non-public Issuance of A Shares by the Company:
 - 2.01. Class and Nominal Value of Shares to be Issued
 - 2.02. Method of Issuance
 - 2.03. Target Subscribers and Subscription Method
 - 2.04. Issue Price and Pricing Principles
 - 2.05. Number of Shares to be Issued
 - 2.06. Use of Proceeds
 - 2.07. Arrangements with regard to the Retained Profits before the Non-public Issuance
 - 2.08. Lock-up Period
 - 2.09. Place of Listing

2.10. Period of Validity of the Resolution on the Issuance

(2.01 to 2.10 above shall be voted by item)

3. To consider and approve the resolution on the proposal of the Non-public Issuance of A Shares by the Company.
4. To consider and approve resolution on the feasibility analysis report on the use of proceeds raised from the Non-public Issuance of A Shares by the Company.
5. To consider and approve resolution on the report on the use of previous proceeds by the Company.
6. To consider and approve the resolution on the dilution of immediate return resulting from the Non-public Issuance of A Shares by the Company and the remedial measures and undertakings by relevant entities.
7. To consider and approve the resolution on formulating Shareholders' return plan for the next three years (2022–2024).
8. To consider and approve the resolution on proposing that the Board and its authorized persons be authorized by the Shareholders' general meeting to deal with the relevant matters relating to the Non-public Issuance of A Shares.

By order of the Board
Shandong Gold Mining Co., Ltd.
Tang Qi

Executive Director and Joint Company Secretary

Jinan, the PRC, 12 July 2022

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. 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 Tuesday, 26 July 2022 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 Tuesday, 26 July 2022 to Friday, 29 July 2022 (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 Monday, 25 July 2022. 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 10:00 a.m. on Thursday, 28 July 2022). 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.