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)

PROXY FORM
FOR THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

I/We *(Note 1)* _____

of _____ *(Note 2)* being the registered holder

of *(Note 3)* _____ H shares in Shandong Gold Mining Co., Ltd. (the "**Company**")

HEREBY APPOINT *(Note 4)* **THE CHAIRMAN OF THE MEETING** or _____

(correspondence address: _____)

as my/our proxy to attend and act for me/us at the 2024 first extraordinary general meeting (the "**EGM**") of the Company to 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 Monday, 29 January 2024 (or at any adjournment thereof), and to vote for me/us at such meeting in respect of the resolutions set out in the notice of the EGM in the manners as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 12 January 2024 (the "**Circular**").

	Special Resolutions *(Note 5)*	**For** *(Note 6)*	**Against** *(Note 6)*	**Abstain** *(Note 6)*
1.	To approve and consider the resolution on the extension of the validity period of the shareholders' resolution in relation to the Issuance of A Shares of the Company to Target Subscribers.			
2.	To consider and approve the resolution on the extension of the validity period of the authorization by the shareholders' meeting to the Board and its authorized persons with full discretion to deal with the relevant matters relating to the Issuance of A Shares to Target Subscribers.			

* Further details of the above resolutions are set out in the Circular.

Date: _____ 2024 Signature *(Note 7)*: _____

Notes:

1. Please insert full name(s) (both in Chinese and English) as recorded in the register of members of the Company in **BLOCK LETTERS**.
2. Please insert address(es) as recorded in the register of members of the Company in **BLOCK LETTERS**.
3. Please insert the number of shares in the Company registered in your name(s) to which this proxy form relates. If no such number is inserted, this proxy form will be deemed to relate to all shares in the Company registered in your name(s).
4. If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. A shareholder is entitled to appoint one or more proxies to attend and vote on his behalf at the EGM. The proxy need not be a shareholder of the Company. Any alteration made to this proxy form must be signed by the person who signs it.
5. According to Article 108 of the Articles of Association, to adopt an ordinary resolution, votes representing more than half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution for it to be passed; to adopt a special resolution, votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution for it to be passed.
6. Important: If you wish to vote for any resolution, place a "✓" in the box marked "For". If you wish to vote against any resolution, place a "✓" in the box marked "Against". If you wish to abstain from voting on any resolution, place a "✓" in the box marked "Abstain". The shares abstained will be counted in the calculation of the required majority. Failure to complete the box will entitle your proxy to vote on your behalf at his discretion.
7. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under the common seal or under the hand of any director or attorney duly authorized in writing.
8. This proxy form, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be delivered to the Company's H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof (i.e. before 10:00 a.m. on Sunday, 28 January 2024).
9. Proxies of holders of the Company's H Shares shall bring along this proxy form, instrument(s) for appointing a proxy (if applicable) and the proxies' identity cards or passports to attend the EGM.
10. This proxy form should be completed in duplicate. One counterpart should be delivered to the Company's H Share Registrar in accordance with Note 8; the other counterpart should be produced by the proxy at the EGM in accordance with Note 9.