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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This announcement is made pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Set out below is the Announcement of Shandong Gold Mining Co., Ltd. in Relation to the Plan For Controlling Shareholder and its Parties Acting in Concert to Increase Their Shareholdings in the Company, published by Shandong Gold Mining Co., Ltd. (the “**Company**”) on the website of the Shanghai Stock Exchange at www.sse.com.cn, for information purpose only.

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

Jinan, the PRC, 9 April 2025

As at the date of this announcement, 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 Hang 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.

**SHANDONG GOLD MINING CO., LTD.
ANNOUNCEMENT IN RELATION TO THE PLAN FOR
CONTROLLING SHAREHOLDER AND ITS PARTIES
ACTING IN CONCERT TO INCREASE THEIR
SHAREHOLDINGS IN THE COMPANY**

The board of directors of the Company and all its directors guarantee that, this announcement does not contain any false information, misleading statement or material omission, and accept responsibility for the authenticity, accuracy and completeness of the contents of this announcement.

IMPORTANT NOTICE:

● **Basic information on the shareholding increase:** In light of the confidence in the Company's sustainable and stable development in the future as well as the recognition of the Company's long-term investment value, Shandong Gold Group Co., Ltd. (hereinafter referred to as "SD Gold Group"), the controlling shareholder of Shandong Gold Mining Co., Ltd. (hereinafter referred to as the "Company" or "SD Gold"), and its parties acting in concert plan to increase their shareholding in A Shares of SD Gold through the centralized bidding or bulk trading on the Shanghai Stock Exchange system and other methods within twelve months since 9 April 2025 as and when appropriate, with the amount of the proposed shareholding increase not less than RMB0.5 billion (inclusive) and not more than RMB1.0 billion (inclusive) (hereinafter referred to as the "Shareholding Increase Program"). The entity to shareholding increase will implement the Shareholding Increase Program as and when appropriate based on its reasonable judgment of the Company's stock price.

● **Relevant risk notice:** The Shareholding Increase Program may face risks of being unable to be implemented or fully implemented due to possible changes in the capital market and other factors that are currently unpredictable. Investors are advised to pay attention to the investment risk.

On April 9, 2025, the Company received the Notice on the Shareholding Increase from SD Gold Group, the controlling shareholder of the Company, stating that SD Gold Group and its parties acting in concert plan to increase their shareholdings in A Shares of the Company within twelve months since the date of this announcement. The relevant information is as follows:

I. THE BASIC INFORMATION ON THE ENTITY TO THE SHAREHOLDING INCREASE

(I) The entity to shareholding increase: SD Gold Group and its parties acting in concert

(II) Shares held by the entity to shareholding increase prior to the shareholding increase

As of the date of disclosure of this announcement, SD Gold Group directly holds 1,620,569,251 Shares of the Company, accounting for 36.23% of the total share capital of the Company. The parties acting in concert of SD Gold Group including Shandong Gold Resources Development Co., Ltd., Shandong Gold Nonferrous Metal Mining Group Co., Ltd., Shandong Gold Group Qingdao Gold Co., Ltd. and Shandong Gold (Beijing) Industry Investment Co., Ltd. hold a total of 406,038,111 Shares of the Company, accounting for 9.07% of the total share capital of the Company. SD Gold Group and its parties acting in concert hold a total of 2,026,607,362 Shares of the Company, accounting for 45.30% of the total share capital of the Company.

II. MAJOR CONTENTS OF THE SHAREHOLDING INCREASE PROGRAM

(I) Purpose of the proposed shareholding increase: to recognize the long-term investment value based on the confidence in the sustainable and stable development of the Company in the future, and also to enhance investor confidence, stabilize the share price of the Company and safeguard the interests of small and medium-sized shareholders.

(II) Category of the proposed shareholding increase: A Shares

(III) The method and number of the proposed shareholding increase: to increase the A Shares of SD Gold through centralized bidding or bulk trading on the Shanghai Stock Exchange system and other methods in light of the market environment, with the amount of the proposed shareholding increase not less than RMB0.5 billion (inclusive) and not more than RMB1.0 billion (inclusive). The entity to shareholding increase will implement the Shareholding Increase Program on a stepwise manner based on its reasonable judgment of the Company's stock price with reference to the fluctuation in the stock price of the Company and the overall trend of the capital market.

(IV) Implementation period of the proposed Shareholding Increase Program: no exceeding twelve months from the date of disclosure of the announcement of the proposed Shareholding Increase Program.

(V) Funding arrangement for the proposed shareholding increase: self-owned funds or self-raised funds.

(VI) Commitment from the entity of shareholding increase: SD Gold Group and its parties acting in concert undertake not to reduce their shareholdings of the Company within the period of increase in the Company's Shares and within the statutory time frame, and undertake to complete the Shareholding Increase Program within the aforesaid implementation period.

III. RISK OF UNCERTAINTY IN THE IMPLEMENTATION OF THE SHAREHOLDING INCREASE PROGRAM

The Shareholding Increase Program may face risks of being unable to be implemented or fully implemented due to possible changes in the capital market and other factors that are currently unpredictable. In case of any relevant risks occurring during the implementation of the Shareholding Increase Program, the Company will perform its information disclosure obligations in a timely manner.

IV. Other Relevant Explanations

(I) The Shareholding Increase Program is in compliance with the Company Law, the Securities Law, the Administration Measures on Takeover of Listed Companies and other laws and regulations, departmental rules and regulations, as well as the business rules of the Shanghai Stock Exchange and the relevant provisions of the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs, and among others.

(II) The implementation of the Shareholding Increase Program will not give rise to any change in the controlling shareholders and de facto controllers of the Company.

(III) The Company will monitor the progress for the shareholding increase in the Company on an ongoing basis and fulfill its information disclosure obligations in a timely manner as required by the relevant regulations of the CSRC and the Shanghai Stock Exchange.

The Board of Directors of Shandong Gold Mining Co., Ltd.

9 April 2025