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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 2025 THIRD EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2025 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 9:30 a.m. on Thursday, 14 August 2025 for the purpose of considering and, if thought fit, passing the following resolutions. Unless otherwise stated, the capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 29 July 2025.

### **SPECIAL RESOLUTIONS**

1. To consider and approve the resolution regarding the abolition of Supervisory Committee, amendments to the Articles of Association and the completion of registration and filing
2. To consider and approve the resolution regarding the amendments to the Rules of Procedure for the Shareholders' General Meeting
3. To consider and approve the resolution regarding the amendments to the Rules of Procedure for the Board of Directors

### **ORDINARY RESOLUTIONS**

4. To consider and approve the resolution regarding the remuneration of the Directors of the Company
5. To consider and approve the resolution regarding the alignment in preparation of financial reports in accordance with the China Accounting Standards for Business Enterprises and termination to re-appoint H-Share financial report auditor

6.00. To consider and approve the resolutions regarding the election of new session of the Board for election of the non-independent Directors to the seventh session of the Board of Directors:

6.01 Election of Han Yaodong as a non-independent Director of the seventh session of the Board of Directors of the Company

6.02 Election of Liu Qin as a non-independent Director of the seventh session of the Board of Directors of the Company

6.03 Election of Xiu Guolin as a non-independent Director of the seventh session of the Board of Directors of the Company

6.04 Election of Xu Jianxin as a non-independent Director of the seventh session of the Board of Directors of the Company

6.05 Election of Tang Qi as a non-independent Director of the seventh session of the Board of Directors of the Company

7.00. To consider and approve the resolutions regarding the election of new session of the Board for election of the independent Directors to the seventh session of the Board of Directors:

7.01 Election of Zhan Kai as an independent Director of the seventh session of the Board of Directors of the Company

7.02 Election of Liew Fui Kiang as an independent Director of the seventh session of the Board of Directors of the Company

7.03 Election of Zhao Feng as an independent Director of the seventh session of the Board of Directors of the Company

Voting on all the sub-resolutions under Resolutions 6.00 and 7.00 will be conducted by way of a “cumulative voting system”. For details, please refer to Note 7 to this notice.

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

Jinan, the PRC, 29 July 2025

*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 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.*

*Notes:*

1. Holders of the Company's H Shares should note that the H Shares register of members of the Company will be closed from Monday, 11 August 2025 to Thursday, 14 August 2025 (both days inclusive). All transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 8 August 2025. H Shareholders whose names appear on the H Shares register of members of the Company at the close of business on Friday, 8 August 2025 are entitled to attend, with their identity cards or passports to attend the EGM. 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/her 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 appointor or his/her attorney duly authorized in writing. If the appointor 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 appointor, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for H Shareholders only) not later than 24 hours before the time appointed for the holding of the EGM (i.e. before 9:30 a.m. on Wednesday, 13 August 2025) or any adjournment thereof (as the case may be). 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 this 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.
7. According to Article 115 of the Articles of Association, the cumulative voting system shall be implemented when the shareholders' meeting elects two or more directors. The number of total votes that a Shareholder can exercise is decided by the following factors: (i) the number of shares held by such Shareholders, and (ii) the number of Directors to be elected. For every share held by a Shareholder who participates in the voting, the Shareholder will have the same number of voting rights which equals the number of Directors to be elected. A Shareholder may give his or her votes to one candidate or divide his or her votes among several candidates. Directors are elected at the EGM based on the total number of votes he or she receives.