



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 2025 THIRD 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 2025 third 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 9:30 a.m. on Thursday, 14 August 2025 (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 29 July 2025 (the “Circular”).

Special Resolutions ^(Note 5)		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
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 ^(Note 5)		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
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			
Ordinary Resolutions (By Cumulative Voting)		Cumulative voting ^(Note 11) (Please fill in the number of votes)		
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			

Ordinary Resolutions (By Cumulative Voting)		Cumulative voting ^(Note 11) (Please fill in the number of votes)
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	

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

Date: _____ 2025

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/her 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/her 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 9:30 a.m. on Wednesday, 13 August 2025).
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.
11. “Cumulative voting system” will be used in respect of resolutions No. 6.00 and No. 7.00 whereas other resolutions will be voted by normal voting.

No ballot will be cast “For”, “Against” or “Abstain” in cumulative voting. You are requested to fill in the corresponding voting right in the “cumulative voting” column against the name of each candidate.

When adopting the cumulative voting method for electing directors as proposed in resolutions No. 6.00 and No. 7.00, each of the shares held by a shareholder shall carry the same number of votes corresponding to the number of directors to be elected. A shareholder may exercise his voting rights by splitting his votes evenly for each of the candidates of directors corresponding to the number of shares he holds; or by casting all his votes carried by each of his shares corresponding to the number of directors to be elected for a particular candidate of directors; or by casting a portion of his votes carried by each of his shares corresponding to the number of directors to be elected for a certain number of candidates of directors.

For example: in relation to resolution No. 7.00, under the cumulative voting system, the maximum valid votes that a shareholder is entitled to cast for the election of independent directors are calculated on the basis of the total number of shares held by such shareholder times the number of independent directors to be elected (3 persons). If such shareholder holds 100 shares, then the maximum valid votes he can cast = 100 (the number of shares held by him) X 3 = 300. The shareholder could cast 300 votes evenly among 3 candidates, or to place all his votes on one particular candidate, or to split his votes to several candidates.

Where the total number of votes cast by a shareholder for one or several of the candidate(s) of directors is in excess of the number of votes carried by the total number of shares held by him, the votes cast by the shareholder shall be invalid, and the shareholder shall be deemed to have waived his voting rights. Where the total number of votes cast for one or several candidate(s) of directors by a shareholder is less than the number of votes carried by the total number of shares held by such shareholder, the votes cast by the shareholder shall be valid, and the voting rights attached to the shortfall between the votes actually cast and the votes which the shareholder is entitled to cast shall be deemed to have been waived by the shareholder.