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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)

- (1) RESOLUTIONS PASSED AT THE
2025 THIRD EXTRAORDINARY GENERAL MEETING;**
- (2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES
OF PROCEDURE FOR THE SHAREHOLDERS' GENERAL MEETING
AND THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS;**
- (3) ELECTION OF EMPLOYEE DIRECTOR;**
- (4) ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS;**
- (5) CHANGES IN COMPOSITION OF BOARD COMMITTEES;**
- (6) CHANGE OF GENERAL MANAGER; AND**
- (7) APPOINTMENT OF CHIEF FINANCIAL CONTROLLER**

Reference is made to the notice of the 2025 third extraordinary general meeting (the “**EGM**”) of Shandong Gold Mining Co., Ltd. (the “**Company**”) dated 29 July 2025 published on the websites of the Shanghai Stock Exchange (www.sse.com.cn) and the Hong Kong Stock Exchange (www.hkexnews.hk). The EGM was 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. Details of the resolutions considered at the EGM were set out in the circular of the Company dated 29 July 2025 (the “**Circular**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

(1) RESOLUTIONS PASSED AT THE 2025 THIRD EXTRAORDINARY GENERAL MEETING

The following resolutions voted by poll in accordance with the Articles of Association were duly approved by the Shareholders attending the EGM, and the Board is pleased to announce the poll results of the resolutions of the EGM as follows:

Special Resolutions		No. of valid votes For (% of total valid votes cast)	No. of valid votes Against (% of total valid votes cast)	No. of valid votes Abstain (% of total valid votes cast)
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	2,390,780,525 (94.1764%)	147,345,443 (5.8042%)	493,864 (0.0194%)
2.	To consider and approve the resolution regarding the amendments to the Rules of Procedure for the Shareholders' General Meeting	2,372,126,068 (93.4416%)	166,416,877 (6.5554%)	76,887 (0.0030%)
3.	To consider and approve the resolution regarding the amendments to the Rules of Procedure for the Board of Directors	2,537,943,701 (99.9734%)	597,452 (0.0235%)	78,679 (0.0031%)
Ordinary Resolutions		No. of valid votes For (% of total valid votes cast)	No. of valid votes Against (% of total valid votes cast)	No. of valid votes Abstain (% of total valid votes cast)
4.	To consider and approve the resolution regarding the remuneration of the Directors of the Company	2,537,802,653 (99.9678%)	712,856 (0.0281%)	104,323 (0.0041%)
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	2,538,009,677 (99.9760%)	546,308 (0.0215%)	63,847 (0.0025%)

Ordinary Resolutions (By Cumulative Voting)		Number of votes and percentage of votes out of the total valid votes cast	Whether elected
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		

Resolutions no. 1, no. 2 and no. 3 of the EGM were passed as special resolutions. Resolutions no. 4 and no. 5 of the EGM were passed as ordinary resolutions. Resolutions no. 6 and no. 7 of the EGM were passed as ordinary resolutions by way of cumulative voting.

As at the date of the EGM, the total number of issued Shares of the Company is 4,473,429,525 Shares, comprising 3,614,443,347 A Shares and 858,986,178 H Shares. Holders of such Shares are entitled to attend the EGM and vote on the resolutions proposed thereat.

There were no Shares entitling the holders to attend and abstain from voting for the resolutions at the EGM. No Shareholders are required to abstain from voting at the EGM.

As at the date of the EGM, the total number of Shares held by the Shareholders or their proxy(ies) who have attended the EGM and are entitled to vote (including Shareholders voted via Internet) is 2,538,619,832 Shares, representing approximately 56.7488% of the total issued Shares of the Company as at the date of this announcement.

Tricor Investor Services Limited, being the H Share registrar of the Company, has acted as the scrutineer for the vote-taking at the EGM. Except for Mr. Wang Shuhai, the executive Director, Mr. Li Hang and Ms. Wang Xiaoling, the non-executive Directors, Mr. Wang Yunmin, the independent non-executive Director, who were unable to attend the EGM due to work reasons, all other Directors attended the EGM.

(2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE RULES OF PROCEDURE FOR THE SHAREHOLDERS' GENERAL MEETING AND THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

References are made to the Circular and the announcement of the Company dated 28 July 2025, in relation to, among other things, the proposed amendments to the Articles of Association and its annexes and abolition of the Supervisory Committee. The Board of Directors is pleased to announce that the proposed amendments to the Articles of Association, the Rules of Procedure for the Shareholders' General Meeting and the Rules of Procedure for the Board of Directors have been formally approved by the Shareholders at the EGM. The proposed amended Articles of Association, the Rules of Procedure for the Shareholders' Meeting and the Rules of Procedure for the Board of Directors took effect on 14 August 2025.

(3) ELECTION OF EMPLOYEE DIRECTOR

The Board of Directors hereby announces that, in accordance with the relevant provisions under the Company Law and the Articles of Association, the Company held its employees' representative meeting on 14 August 2025. Upon nomination and voting by employee representatives, it was resolved to elect Ms. Liu Yanfen (劉延芬) (“**Ms. Liu**”) as an employee Director of the seventh session of the Board of the Company, with her term of office aligned with that of the seventh session of the Board of the Company. Ms. Liu formed the seventh session of the Board of the Company together with the five non-independent Directors and three independent Directors elected at the EGM.

The aforementioned employee Director complies with the qualifications and conditions for directorship as stipulated by the Company Law, the Articles of Association and other relevant laws and regulations, and shall exercise her functions and powers in accordance with the relevant provisions under the Company Law and the Articles of Association.

The biographical details of Ms. Liu are set out below:

Ms. Liu Yanfen, female, Han nationality, a CPC member, born in December 1979, with a college diploma and a bachelor's degree in law. She possesses the legal professional qualification and serves as corporate counsel and economist. She served as an integrated service department specialist of Shandong Gold Wufeng Mountain Tourism Company (山東黃金五峰山旅遊公司), the legal director of the legal affairs department and deputy general manager (presided over work) of Shandong Assets Management Co., Ltd. (山東省資產管理有限公司), an operational department specialist of Shandong Gold Mineral Resources Company (山東黃金礦產資源公司), the Mergers and Acquisition (“**M&A**”) director of the strategic planning department of Shandong Gold Group Co., Ltd (山東黃金集團有限公司), the M&A director and deputy general manager of the legal affairs department of Shandong Gold Mining Co., Ltd., and an employee Supervisor of Shandong Gold Mining Co., Ltd. She currently serves as the deputy head of the auditing and legal affairs department of the Shandong Gold Mining Co., Ltd.

The service contract entered into by the Company with Ms. Liu will continue to be effective, while she is not receiving any Director's remuneration for her service as an employee Director. Ms. Liu is entitled to a remuneration under her existing employment contract with the Group. As the deputy head of the auditing and legal affairs department of the Company, Ms. Liu's remuneration will be determined according to the Company's assessment system and the results of the annual performance appraisal. Upon the remuneration is determined, the Company will disclose the remuneration of Ms. Liu in the annual reports to be issued by the Company in due course.

To the best knowledge of the Board, saved as disclosed above, Ms. Liu (i) does not hold any other positions in the Company or any of its subsidiaries, or hold any directorships in any other listed companies in the last three years; (ii) does not have any relationship with any Director, senior management member or substantial shareholder of the Company; and (iii) does not have and is not deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

As at the date of this announcement, save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. Liu that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirement of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

(4) ELECTION OF NEW SESSION OF THE BOARD OF DIRECTORS

After the conclusion of the EGM, Mr. Li Hang (Chairman, non-executive Director), Mr. Wang Shuhai (executive Director), Ms. Wang Xiaoling (non-executive Director) and Mr. Wang Yunmin (independent non-executive Director) retired as Directors of the sixth session of the Board of Directors. Each of them has confirmed that he/she has no disagreement with the Board of Directors and there are no matters relating to his/her departure that need to be brought to the attention of the Shareholders.

The Board of Directors is pleased to announce that Mr. Han Yaodong, Mr. Liu Qin, Mr. Xiu Guolin, Mr. Xu Jianxin and Mr. Tang Qi were elected as non-independent Directors of the seventh session of Board of Directors of the Company at the EGM, and Mr. Zhan Kai, Mr. Liew Fui Kiang and Ms. Zhao Feng were elected as independent Directors of the seventh session of Board of Directors of the Company at the EGM. The term of office of each Director is three years, from the date of the EGM to the expiration of the term of office of the seventh session of Board of Directors. The biography of each Director and other relevant information required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules are set out in Appendix IV to the Circular. As at the date of this announcement, there has been no change in such information.

In addition, according to the provisions of the Articles of Association, Ms. Liu Yanfen has been elected as an employee director at the Company's employees' representative meeting held on 14 August 2025. The term of office is three years, from the date of the EGM to the expiration of the seventh session of Board of Directors.

The Board of Directors is pleased to announce that the following resolutions were passed at the first meeting of the seventh session of the Board of Directors (the **"Board Meeting"**) held on the same day following the conclusion of the EGM:

1. Mr. Han Yaodong was elected as the Chairman of the seventh session of the Board of Directors of the Company, with a term from the date of approval at the Board Meeting to the expiration of the seventh session of Board of Directors.
2. Mr. Liu Qin was elected as the vice Chairman of the seventh session of the Board of Directors of the Company, with a term from the date of approval at the Board Meeting to the expiration of the seventh session of Board of Directors.
3. It was confirmed that Mr. Han Yaodong and Mr. Liu Qin serve as non-executive Directors; Mr. Xiu Guolin, Mr. Xu Jianxin, Mr. Tang Qi and Ms. Liu Yanfen serve as executive Directors; Mr. Zhan Kai, Mr. Liew Fui Kiang and Ms. Zhao Feng serve as independent non-executive Directors.

(5) CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board of Directors is also pleased to announce that at the Board Meeting, the Sustainability Committee under the Board of Directors has been established.

Upon conclusion of the EGM, due to the abovementioned changes in the composition of the Board, the composition of the Board committees are as follows and the term of each member and chairman of the Board committees commences from the date of this announcement upon the expiration of the seventh session of the Board:

Director \ Committee	Audit Committee	Nomination Committee	Remuneration and Appraisal Committee	Strategy Committee	Sustainability Committee
Mr. Han Yaodong	Member	Member		Chairman	
Mr. Liu Qin	Member		Member		Chairman
Mr. Xiu Guolin				Member	
Mr. Xu Jianxin		Member	Member		
Mr. Tang Qi				Member	Member
Ms. Liu Yanfen					Member
Mr. Zhan Kai	Member	Chairman	Member	Member	Member
Mr. Liew Fui Kiang	Member	Member	Chairman	Member	
Ms. Zhao Feng	Chairman	Member	Member		Member

(6) CHANGE OF GENERAL MANAGER

Due to the work arrangement and the expiry of the tenure of office as the general manager of the Company (the “**General Manager**”), Mr. Liu Qin retired as the General Manager with effect from the date of this announcement.

Mr. Liu Qin has confirmed that he has no disagreement with the Board and there is no matter in relation to his retirement as the General Manager that needs to be brought to the attention of the Shareholders. The Board is also not aware of any such matters in relation to the retirement as the General Manager of Mr. Liu Qin that needs to be brought to the attention of the Shareholders. The Board would like to express its gratitude to Mr. Liu Qin for his valuable contributions during his tenure of office as the General Manager.

The Board Meeting decided to appoint Mr. Tang Qi as the General Manager. His term commences from the date of this announcement and terminates upon the expiry of the seventh session of the Board of Directors. The biography of Mr. Tang Qi and other relevant information required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in Appendix IV to the Circular. As at the date of this announcement, there has been no change in such information.

(7) APPOINTMENT OF CHIEF FINANCIAL CONTROLLER

The Board Meeting decided to appoint Mr. Teng Hongmeng (“**Mr. Teng**”) as the chief financial officer of the Company. His term commences from the date of this announcement and terminates upon the expiration of the seventh session of the Board of Directors.

The biographical details of Mr. Teng are set out below:

Mr. Teng Hongmeng (滕洪孟), male, Han nationality, a CPC member, born in April 1966, holder of master degree, a senior accountant. He served as the deputy head of the finance division of Jiaojia Gold Mine of Shandong Gold Mining Co., Ltd., the deputy plant manager of the refinery plant of Shandong Gold Mining (Laizhou) Co., Ltd. (山東黃金礦業(萊州)有限公司), the chief financial controller of Jiaojia Gold Mine of Shandong Gold Mining (Laizhou) Co., Ltd., the chief financial controller of the refinery plant of Shandong Gold Mining (Laizhou) Co., Ltd., the chief financial controller of Sanshandao Gold Mine of Shandong Gold Mining (Laizhou) Co., Ltd., the manager of finance division of Qilu mining business department. He currently serves as the deputy director and chief financial controller of Shandong Gold Mining Co. Ltd., and the chief financial controller of Shandong Gold Mining Technology Co., Ltd. (山東黃金礦業科技有限公司).

By order of the Board
Shandong Gold Mining Co., Ltd.
Han Yaodong
Chairman

Jinan, the PRC, 14 August 2025

As at the date of this announcement, the executive Directors are Mr. Xiu Guolin, Mr. Xu Jianxin, Mr. Tang Qi and Ms. Liu Yanfen; the non-executive Directors are Mr. Han Yaodong and Mr. Liu Qin; and the independent non-executive Directors are Mr. Zhan Kai, Mr. Liew Fui Kiang and Ms. Zhao Feng.