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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 annual general meeting (the "**AGM**") 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 Wednesday, 3 June 2026 for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To approve the 2025 Work Report of the Board of Directors (the "**Board**")

2. To approve the 2025 Work Report of the Independent Non-executive Directors

3. To approve the 2025 Annual Report and its extracts

4. To approve the profit distribution proposal for 2025

5. To approve the resolution regarding the Company proposing to the general meeting to authorize the Board to formulate and implement the 2026 interim dividend distribution plan

6. To approve the resolution regarding the re-appointment of auditor for 2026

7. To approve the resolution regarding the 2025 Sustainability Report

8. To approve the resolution regarding the payment of remuneration to Directors and Senior Management for 2025

9. To approve the resolution regarding the remuneration plan of Directors and Senior Management for 2026

10. To approve the resolution regarding the Company's guarantee facility for the Hong Kong subsidiary for 2026

11. To approve the resolution regarding the conducting of futures and derivatives transactions in 2026

12. To approve the resolution regarding the gold leasing and forward transaction portfolio business for 2026

13. To approve the resolution regarding the shareholder return plan for the next three years (2026-2028)

SPECIAL RESOLUTION

14. To approve the resolution on general mandate to issue H shares

"**THAT**:

(a) The Board be and is hereby authorized to issue separately or concurrently, and decide to issue, allot and deal with H shares (the "**H Shares**") and the terms and conditions of issuance in accordance with market conditions during the authorization period:

(i) the class and number of shares to be issued;

(ii) the pricing methods and/or the issue price (including the price range) of shares;

(iii) the commencement and end date of such issue;

(iv) the class and number of shares to be issued to existing Shareholders; and/or

(v) to make any proposals, enter into any agreements or grant any share options which might require the exercise of such powers.

(b) The total number of H Shares separately or concurrently, issued, allotted and dealt with by the Board (whether or not by way of the share options or by any other means) in accordance with the mandate mentioned as sub-paragraph (a) above shall not exceed 20% of the number of the H Shares of the Company in issue as at the date of this resolution being approved by the 2025 annual general meeting.

(c) During the Relevant Period (as defined in subparagraph (d) below), the Board may make proposals, enter into any agreements or grant any share options which require or may require the exercise of the power mentioned above, after the expiry of the Relevant Period.

(d) For the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution at the 2025 annual general meeting until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the 12-month period from the date of the passing of this resolution at the general meeting;

(iii) the date on which the mandate set out in this resolution is revoked or varied by a special resolution of the Company in a general meeting.

(e) The Board be and is hereby authorized to increase the registered share capital accordingly and make such amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure and registered share capital in accordance with the manner of the allotment and issuance, class and number of shares of the Company allotted and issued, as well as the actual situation of the capital structure of the Company after such allotment and issuance.

(f) In order to facilitate the General Mandate to issue H Shares in accordance with the aforesaid provisions in a timely manner, the Board be and is hereby approved and authorized, subject to the passing of the aforesaid matters as contained in sub-paragraphs (a) to (e) at the general meeting and within the Relevant Period, for:

(i) depending on the actual market conditions, the Board is authorized to determine the method of issuance, the target for issuance as well as the amount and proportion of each target for issuance, pricing method and/or issue price (including price range), the commencement and end time, the listing time, use of proceeds and other information;

(ii) engaging necessary professional agencies and signing relevant agreements or contracts;

(iii) signing the underwriting agreement, sponsor's agreement, listing agreement and other documents as considered necessary for executing the General Mandate to issue H Shares on behalf of the Company;

(iv) handling the issues on registration of change in registered share capital and equity registration on a timely basis according to the method, type and number of the shares issued and the actual situation of the capital structure of the Company upon completion of such issuance;

(v) applying for approval, registration, filing and other procedures in connection with the issuance and listing of such shares from the relevant competent authorities on behalf of the Company;

(vi) determining and paying the relevant listing fees and application fees;

(vii) amending the Articles of Association accordingly and arranging necessary registration and filing procedures on a timely basis according to the method, type and number of the shares issued and the actual situation of the capital structure of the Company upon completion of such issuance;

(viii) all other procedures and matters as the Board may consider necessary in connection with the issuance of shares, so long as the same does not contravene any applicable laws, rules, regulations or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association.

(g) The Board of the Company will only exercise its respective power under such mandate in accordance with the Company Law of the PRC, the Securities Law of the PRC, and the regulatory rules on which the shares of the Company are listed (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and other relevant government authorities are obtained and the Board will only exercise its power under such mandate within the scope of power granted by the shareholders to the Board at the general meeting."

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

Jinan, the PRC, 13 May 2026

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

Notes:

1. All holders of H Shares whose names appear on the register of members of the Company at the close of business on Thursday, 28 May 2026 are entitled to attend the AGM and should bring along their identity cards or passports when attending the AGM. Holders of the Company's H Shares should note that the register of members of the Company will be closed from Friday, 29 May 2026 to Wednesday, 3 June 2026 (both dates inclusive) during which period no transfers of H Shares will be effected. All holders of H Shares whose names appear on the H Shareholders' register maintained by the H share registrar on Thursday, 28 May 2026 (the record date) are entitled to attend and vote at the AGM. 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 Thursday, 28 May 2026. The record date and arrangements in respect of the holders of A Shares of the Company who are entitled to attend the AGM will be determined and announced separately in the PRC.

2. Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies (who need not be a Shareholder of the Company) to attend the AGM 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 AGM 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 by hand, by post or by facsimile 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 AGM or any adjournment thereof (as the case may be) (i.e. before 9:30 a.m. on Tuesday, 2 June 2026). Completion and return of the proxy form will not affect the rights of the Shareholders to attend and vote at the AGM in person.

4. Proxies of H Shareholders of the Company shall bring along the proxy form, instrument(s) for appointing a proxy (if applicable) and the proxies' identity cards or passports to attend the AGM.

5. According to Article 86 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 and senior management of the Company and the witnessing lawyers and other relevant personnel employed by the Company will attend the AGM.

7. If H Shareholders intend to register for the AGM, please contact the Board office of the Company before 4:30 p.m. on Thursday, 28 May 2026 (Email: hj600547@163.com; Phone: 0531-67710376).