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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Shandong Gold Mining Co., Ltd.**, you should at once hand this circular to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

**THE RESOLUTION IN RELATION TO THE ELECTION OF A NON-INDEPENDENT
DIRECTOR OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS;
AND
NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING**

A notice convening the 2026 second extraordinary general meeting (the “EGM”) of Shandong Gold Mining Co., Ltd. (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 Friday, 10 July 2026 is set out on pages EGM-1 to EGM-2 of this circular.

The proxy form for use in connection with the EGM is enclosed herewith. The proxy form is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company’s website (<http://www.sdhjgf.com.cn>).

Any shareholder(s) of the Company (the “**Shareholders**”) entitled to attend and vote at the EGM is (are) entitled to appoint one or more proxies to attend and vote on his/her (their) behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it, 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) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM (i.e. before 9:30 a.m. on Thursday, 9 July 2026) or not later than 24 hours before the time appointed for holding of any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

If H Shareholders intend to register for the EGM, please contact the Board office of the Company before 4:30 p.m. on Wednesday, 8 July 2026 (Email: hj600547@163.com; Phone: 0531-67710376).

24 June 2026

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DEFINITIONS

In this circular, the following terms shall have the following meanings unless the context otherwise requires:

“A Share(s)”	the domestic share(s) issued by the Company to domestic investors with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange;
“A Shareholder(s)”	holder(s) of A Shares;
“Articles of Association”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Company” or “Shandong Gold”	Shandong Gold Mining Co., Ltd. (山東黃金礦業股份有限公司), a joint stock company incorporated under the laws of the PRC with limited liability on 31 January 2000, the H Shares and A Shares of which are listed on the main board of the Hong Kong Stock Exchange (Stock Code: 1787) and the Shanghai Stock Exchange (Stock Code: 600547) respectively;
“Company Law”	the Company Law of the PRC;
“Director(s)”	the director(s) of the Company;
“EGM”	the 2026 second extraordinary general meeting 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 Friday, 10 July 2026;
“Group”	the Company and its subsidiaries;
“H Share(s)”	the overseas-listed foreign invested share(s) in the Company’s share capital, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange;
“H Shareholder(s)”	holder(s) of H Shares;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Latest Practicable Date”	24 June 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular;
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including A Share(s) and H Share(s);
“Shareholder(s)”	A Shareholder(s) and H Shareholder(s); and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Xiu Guolin
Mr. Xu Jianxin
Mr. Tang Qi
Ms. Liu Yanfen

Non-executive Director:

Mr. Han Yaodong (*Chairman*)

Independent Non-executive Directors:

Mr. Zhan Kai
Mr. Liew Fui Kiang
Ms. Zhao Feng

Registered office

and headquarters in the PRC:

No. 2503, Jingshi Road
Licheng District, Jinan
Shandong Province
The PRC

Principal place of

business in Hong Kong:

Rooms 4003-06
China Resources Building
No. 26 Harbour Road
Wanchai
Hong Kong

24 June 2026

To the Shareholders,

**THE RESOLUTION IN RELATION TO THE ELECTION OF A NON-INDEPENDENT
DIRECTOR OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS;**

AND

NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING

INTRODUCTION

On behalf of the Board, I invite you to attend the EGM 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 Friday, 10 July 2026.

The purpose of this circular is to issue the notice of EGM and provide you with all reasonably necessary information to enable you to make an informed decision as to the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

THE RESOLUTION IN RELATION TO THE ELECTION OF A NON-INDEPENDENT DIRECTOR OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS

Reference is made to the Company's announcement dated 22 June 2026.

After review and approval by the nomination committee of the Board, the Board proposed Mr. Wang Chenglong to be elected as a candidate for the non-independent Director of the seventh session of the Board. His term of office shall be effective from the date of approval by election at the EGM and end on the expiry of the term of the seventh session of the Board.

Wang Chenglong (王成龍), male, Han nationality, member of the Communist Party of China, born in July 1972, has a university education and is a senior engineer. He had served as the deputy head of the Production Technology Section of Jiuqu Sub-mine, the deputy pit manager of Xishan pit (西山坑), the deputy mine manager of Jiuqu Sub-mine, the Party's Branch secretary and mine manager of Shandong Gold Mining (Linglong) Co., Ltd.; the deputy general manager of Shandong Gold Mining (Linglong) Co., Ltd.; the general manager, the secretary of the Party Committee, and the general manager of Xihe County Zhongbao Mining Co., Ltd. (西和縣中寶礦業有限公司); the secretary of the Party Committee and the general manager of Shandong Gold Mining (Linglong) Co., Ltd.; and the deputy secretary of the Party Committee of Yantai Mining Division of SDG Group, the executive president, the secretary of the Party Committee, and the president. He has been awarded many honors such as Outstanding Entrepreneur of Shandong Province (山東省優秀企業家), May 1st Labor Medal of Yantai City (五一勞動獎章), and the scientific research achievements developed under his leadership have received multiple awards. He is also a national non-coal mines production safety expert with long-term extensive experience in mining, technology research and development, and enterprise management. He is currently serving as the deputy chief engineer and head of the operation and management department of Shandong Gold Mining Co., Ltd..

The above-mentioned Director candidate meets the qualifications for holding the position of director as stipulated in the Company Law and relevant laws and regulations.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang Chenglong (i) does not hold any position in any other member of the Group; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) has not held any directorship in any other listed companies in the past three years; and (iv) does not have or is not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, save as disclosed above, the Board of Directors is not aware of any other matters in relation to the election of Director candidate that need to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Mr. Wang Chenglong shall receive remuneration in accordance with the Company's remuneration management policies and based on his specific position and duties he performs within the Company, and will not receive any additional director's fee.

LETTER FROM THE BOARD

The resolution was considered and approved by the Board on 22 June 2026 and will be submitted to the Shareholders for consideration and approval at the EGM as an ordinary resolution by cumulative voting.

EGM

The EGM is 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 Friday, 10 July 2026. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her (their) behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it, 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) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the EGM (i.e. before 9:30 a.m. on Thursday, 9 July 2026) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

CLOSURE OF REGISTER OF MEMBERS OF H SHARES

For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the EGM, the H Shares register of members of the Company will be closed from Tuesday, 7 July 2026 to Friday, 10 July 2026, both dates inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the H Share register of members of the Company at the close of business on Monday, 6 July 2026 are entitled to attend and vote at the EGM. For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged by H Shareholders 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 Monday, 6 July 2026.

VOTING

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules and Article 96 of the Articles of Association, unless the chairman of the meeting makes a decision in good faith and agrees that the resolution regarding relevant procedures or administrative matters shall be voted on by show of hands, voting for a general meeting shall be conducted by poll.

Pursuant to Article 89 of the Articles of Association, Shareholders (including proxies) shall exercise their voting rights according to the number of voting shares they represent, with one vote for each share.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the view that the proposed resolution at the EGM is fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

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

NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING



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 2026 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 second 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 Friday, 10 July 2026 for the purpose of considering and, if thought fit, passing the following resolution.

ORDINARY RESOLUTION (CUMULATIVE VOTING METHOD)

- 1.00 To consider and approve the resolution in relation to the election of a non-independent Director to the seventh session of the Board of Directors:
- 1.01 Election of Wang Chenglong as a non-independent Director of the seventh session of the Board of Directors of the Company

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

Jinan, the PRC, 24 June 2026

As at the date of this notice, the executive Directors are Mr. Xiu Guolin, Mr. Xu Jianxin, Mr. Tang Qi and Ms. Liu Yanfen; the non-executive Director is Mr. Han Yaodong; and the independent non-executive Directors are Mr. Zhan Kai, 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 Tuesday, 7 July 2026 to Friday, 10 July 2026 (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 Monday, 6 July 2026. H Shareholders whose names appear on the H Shares register of members of the Company at the close of business on

NOTICE OF 2026 SECOND EXTRAORDINARY GENERAL MEETING

Monday, 6 July 2026 are entitled to attend with their identity cards or passports and vote at 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 holding of the EGM (i.e. before 9:30 a.m. on Thursday, 9 July 2026) or not later than 24 hours before the time appointed for holding of 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 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 not less 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 EGM.
7. If H Shareholders intend to register for the EGM, please contact the Board office of the Company before 4:30 p.m. on Wednesday, 8 July 2026 (Email: hj600547@163.com; Phone number: 0531-67710376).