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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)

**1) RESOLUTION ON THE EXTENSION OF
THE VALIDITY PERIOD OF THE SHAREHOLDERS' RESOLUTION IN RELATION
TO THE ISSUANCE OF A SHARES TO TARGET SUBSCRIBERS;
AND
2) NOTICES OF 2023 FOURTH EXTRAORDINARY GENERAL MEETING
AND 2023 SECOND H SHARES CLASS MEETING**

A notice convening the 2023 fourth extraordinary general meeting (the “**EGM**”) and a notice convening the 2023 second class meeting for holders of H Shares (the “**H Shares Class Meeting**”) 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 10:00 a.m. on Friday, 1 September 2023 is set out on pages I-1 to II-2 of this circular.

The proxy forms for use in connection with the EGM and the H Shares Class Meeting are enclosed herewith. The proxy forms are 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 and the H Shares Class Meeting are entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company. If you intend to appoint a proxy to attend the EGM and the H Shares Class Meeting and vote on your behalf, you are requested to complete the accompanying proxy forms in accordance with the instructions printed thereon and return them 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 and the H Shares Class Meeting (i.e. before 10:00 a.m. on Thursday, 31 August 2023) or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting at the EGM and the H Shares Class Meeting or any adjournment hereof should you so wish.

16 August 2023

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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 SSE;
“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;
“Class Meeting(s)”	A Shares Class Meeting and/or H Shares Class Meeting;
“Company”	Shandong Gold Mining Co., Ltd. (山東黃金礦業股份有限公司), a joint stock company incorporated in the PRC under the laws of the People’s Republic of China 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 SSE (Stock Code: 600547) respectively;
“Company Law”	the Company Law of the PRC;
“CSRC”	the China Securities Regulatory Commission;
“Director(s)”	director(s) of the Company;
“EGM”	the 2023 fourth extraordinary general meeting of the Company to be held at 10:00 a.m. on Friday, 1 September 2023 at the conference room of the Company, No. 2503, Jingshi Road, Licheng District, Jinan, Shandong Province, the PRC;
“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;
“H Shares Class Meeting”	the 2023 second class meeting for the holders of H Shares of the Company to be held on Friday, 1 September 2023;

DEFINITIONS

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Issuance to Target Subscribers”	the non-public issuance of no more than 624,427,935 (inclusive) new A Shares by the Company to no more than 35 target subscribers;
“PRC”	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;
“Securities Law”	the Securities Law of the PRC;
“Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, including A Shares and H Shares;
“Shareholder(s)”	A Shareholders and H Shareholders;
“SSE”	Shanghai Stock Exchange (上海證券交易所); 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. Liu Qin (*Vice-chairman*)
Mr. Wang Shuhai
Mr. Tang Qi

Non-executive Directors:

Mr. Li Hang (*Chairman*)
Mr. Wang Lijun
Ms. Wang Xiaoling

Independent Non-executive Directors:

Mr. Wang Yunmin
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 4003-4006
China Resources Building
No. 26 Harbour Road
Wanchai
Hong Kong

16 August 2023

To the Shareholders

Dear Sir or Madam,

**1) RESOLUTION ON THE EXTENSION OF
THE VALIDITY PERIOD OF THE SHAREHOLDERS' RESOLUTION IN RELATION
TO THE ISSUANCE OF A SHARES TO TARGET SUBSCRIBERS;**

AND

**2) NOTICES OF 2023 FOURTH EXTRAORDINARY GENERAL MEETING
AND 2023 SECOND H SHARES CLASS MEETING**

1. INTRODUCTION

On behalf of the Board, I invite you to attend the EGM and the H Shares Class Meeting to be held at the conference room of the Company, No. 2503, Jingshi Road, Licheng District, Jinan, Shandong Province, the PRC at 10:00 a.m. on Friday, 1 September 2023. The purpose of this circular is to issue the notices of EGM and the H Shares Class Meeting and provide you with all reasonably necessary information to enable you to make an informed decision as to the resolutions to be proposed at the EGM and the H Shares Class Meeting.

LETTER FROM THE BOARD

2. RESOLUTION ON THE EXTENSION OF THE VALIDITY PERIOD OF THE SHAREHOLDERS' RESOLUTION IN RELATION TO THE ISSUANCE OF A SHARES TO TARGET SUBSCRIBERS

Reference are made to (1) the circular of the Company dated 11 July 2022 in relation to, among other things, the proposal for the Issuance of A Shares to Target Subscribers; (2) the announcement of the poll results of the Company dated 29 July 2022 in relation to, among other things, the Shareholders' consideration of the passing of the Resolution in respect of the Issuance of A Shares to Target Subscribers; (3) the announcement of the Company dated 24 February 2023 in relation to the amendments to the plan of the Issuance of A Shares to Target Subscribers; (4) the circular of the Company dated 7 March 2023 in relation to, among other things, the Demonstration and Analysis Report on the Plan of the Issuance of A Shares to Target Subscribers; and (5) the announcement of the poll results of the Company dated 23 March 2023 in relation to, among other things, the Shareholders' consideration of the passing of the Resolution in respect of the Demonstration and Analysis Report on the Plan of the Issuance of A Shares to Target Subscribers. The resolution in relation to the Issuance of A Shares to Target Subscribers was passed at the 2022 second Extraordinary General Meeting, the 2022 first A Shares Class Meeting and the 2022 first H Shares Class Meeting held on 29 July 2022, and the validity period of the Issuance to Target Subscribers Resolution is for a period of 12 months commencing from 29 July 2022 (the “**Original Period**”).

In view of the implementation of the stock issuance registration system (股票發行註冊制), the Issuance to Target Subscribers is now subject to the approval of the SSE and the consent of the CSRC for registration. As the matters relating to the Issuance to Target Subscribers are still in progress, in order to ensure the continuity and effectiveness of the Issuance to Target Subscribers and the smooth progress of the relevant work, the Board of Directors resolved on 15 August 2023 to propose extension of the validity period of the shareholders' resolution in relation to the Issuance to Target Subscribers to 29 January 2024.

Save for the extension of validity period as described above, other matters in relation to the Issuance to Target Subscribers shall remain unchanged.

The detailed plan of the Issuance to Target Subscribers is as follows:

(1) Class and Nominal Value of Shares to be Issued

The Shares to be issued under the Issuance to Target Subscribers are domestic-listed ordinary shares denominated in Renminbi (A Shares) with a nominal value of RMB1.00 each.

(2) Method of Issuance

The Issuance to Target Subscribers will be conducted by way of non-public issuance of A Shares to target subscribers, and the Shares will be issued as and when appropriate within the validity period of the approval in respect of the Issuance to Target Subscribers to be issued by the CSRC.

LETTER FROM THE BOARD

(3) Target Subscribers and Subscription Method

The target subscribers of the Issuance to Target Subscribers will be no more than 35 specific investors. The specific investors shall be securities investment fund management companies, securities companies, trust companies, finance companies, insurance institutional investors, qualified foreign institutional investors who meet the requirements of the CSRC and other legal persons, natural persons or other qualified investors who meet the relevant requirements. Where securities investment fund management companies, securities companies, qualified foreign institutional investors, or RMB qualified foreign institutional investors subscribe with more than two funds under its management, it shall be deemed as one target subscriber. Trust investment companies as target subscribers shall only subscribe with their own funds.

The final target subscribers shall be determined by the general meeting by authorizing the Board of Directors to negotiate with the sponsor (the lead underwriter) of the Issuance to Target Subscribers based on the results of the bidding in accordance with the relevant regulations of the CSRC and the SSE after passing the review by the SSE and obtaining the consent of the CSRC for registration.

All target subscribers shall subscribe for the Shares to be issued under the Issuance to Target Subscribers in cash in RMB and at the same price.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, it is expected that none of the connected persons (as defined under the Hong Kong Listing Rules) of the Company will participate in the subscription of the new A Shares to be issued under the Issuance to Target Subscribers. If any of the new A Shares under the Issuance to Target Subscribers is issued to any connected person of the Company, the Company will comply with relevant requirements under Chapter 14A of the Hong Kong Listing Rules including but not limited to announcement and independent Shareholders' approval.

(4) Issue Price and Pricing Principles

The pricing benchmark date of the Issuance to Target Subscribers shall be the first day of the issuance period of the Issuance to Target Subscribers. The issue price shall not be lower than the higher of 80% of the average trading price of the A Shares for the 20 trading days preceding the pricing benchmark date (exclusive), and the net assets per Share attributable to ordinary shareholders of the parent company as shown in the latest audited annual accounts of the Company before the Issuance to Target Subscribers.

The average trading price of A Shares for the 20 trading days preceding the pricing benchmark date = total trading amount of A Shares for the 20 trading days preceding the pricing benchmark date / total trading volume of A Shares for the 20 trading days preceding the pricing benchmark date. In the event that there are ex-entitlement or ex-dividend activities (such as dividends distribution, bonus issue, rights issue and capitalization issue) causing adjustment to the Share prices for such 20 trading days, the trading prices for the trading days before such adjustment shall be calculated on the basis of the adjusted price caused by the ex-entitlement or ex-dividend activities.

LETTER FROM THE BOARD

The final issue price under the Issuance to Target Subscribers shall be determined by the general meeting by authorizing the Board of Directors to negotiate with the sponsor (the lead underwriter) of the Issuance to Target Subscribers based on the results of the bidding in accordance with the relevant regulations of the CSRC and the SSE after passing the review by the SSE and obtaining the consent of the CSRC for registration.

(5) Number of Shares to be Issued

The number of A Shares to be issued under the Non-public Issuance shall be no more than 624,427,935 (inclusive) Shares and shall not exceed 20% of total issued Shares prior to the Issuance to Target Subscribers.

The maximum number of Shares to be issued under the Issuance to Target Subscribers shall be adjusted according to relevant regulations in the event of ex-entitlement arising from bonus issue, capitalization issue or change in share capital as a result of the registration of restricted Shares, the exercise of share options or the repurchase and cancellation of Shares, during the period from the date of the resolutions in respect of the Issuance to Target Subscribers being approved by the Board to the issuance date.

The final number of the A Shares to be issued under the Issuance to Target Subscribers shall be determined by the general meeting by authorizing the Board of Directors to negotiate with the sponsor (the lead underwriter) of the Issuance to Target Subscribers based on the results of the bidding in accordance with the relevant regulations of the CSRC and the SSE after passing the review by the SSE and obtaining the consent of the CSRC for registration.

In the event that the number of Shares to be issued to the target subscribers is adjusted due to changes in regulatory policies or in accordance with the requirements of the issue approval documents, the number of Shares to be issued to the target subscribers will be adjusted accordingly at that time.

(6) Amount and Use of Proceeds

Reference are made to the overseas regulatory announcement of the Company dated 16 June 2023, according to the Opinions on the Application of the Relevant Provisions of Articles 9, 10, 11, 13, 41, 57 and 60 of the Administrative Measures for the Issuance to Target Subscribers and Registration of Securities by Listed Companies — Opinion No. 18 on the Application of Securities and Futures Law (《上市公司證券發行註冊管理辦法第九條、第十條、第十一條、第十三條、第四十一條、第五十七條、第六十條有關規定的適用意見 — 證券期貨法律適用意見第18號》) issued by the CSRC in February 2023, the amount of new and proposed financial investments made six months prior to the date of the Board resolution with respect to the Issuance to Target Subscribers up to the date of the Issuance to Target Subscribers shall be deducted from the total amount of the proceeds of the Issuance to Target Subscribers. Taking into account the actual situation of the Company, a total of RMB1,350,057,300 of new and proposed financial investments made six months prior to the date of the Board resolution (2 June 2022) with respect to the Issuance to Target Subscribers to the date of the Issuance to Target Subscribers shall be deducted from the total amount of the proceeds of the Issuance to Target Subscribers. In the meantime, when considering its financial position, external investment and other factors, the Company will reduce the remaining repayment of bank loans of the projects to be funded with the proceeds amounted RMB1,167,075,800 and

LETTER FROM THE BOARD

intend to reduce the gross proceeds to no more than RMB7,382,866,900. After the adjustments above, the proceeds from the Issuance to Target Subscribers will be used for the “Shandong Gold Mining (Laizhou) Co., Ltd. Jiaojia mining area (integration) gold resources development project”. In summary, the Company adjust the gross proceeds and purposes of the plan in relation to the issue of shares to Target Subscribers. After adjusting:

The gross proceeds to be funded from the Issuance to Target Subscribers of A Shares to Target Subscribers shall not exceed RMB7,382,866,900 which, after deducting the issuance expenses, is intended to be used for the projects below:

Unit: RMB0'000

No.	Project name	Total amount of investment	Amount of proceeds to be invested
1	Shandong Gold Mining (Laizhou) Co., Ltd. Jiaojia mining area (integration) gold resources development project	827,313.10	738,286.69

If the actual amount of net proceeds of the Issuance to Target Subscribers (after deducting the issuance expenses) is less than the above amount of proceeds to be invested, the Company will, based on the actual amount of net proceeds and subject to relevant laws and regulations, find its own funds or through other financing channels to fill the insufficient portion of proceeds.

In order to ensure the smooth progress of projects to be funded with the proceeds and safeguard the interests of all Shareholders, before receiving the proceeds from the Issuance to Target Subscribers, the Company may invest in the projects with self-raised funds according to the actual circumstances of the projects to be funded with the proceeds and replace such funds in accordance with the procedures of relevant laws and regulations after receiving the proceeds.

(7) Arrangements with regard to the Retained Profits of the Company before the Issuance to Target Subscribers

The retained profits of the Company before the Issuance to Target Subscribers shall be shared amongst the new and existing Shareholders upon completion of the Issuance to Target Subscribers.

(8) Lock-up Period

Upon completion of the Issuance to Target Subscribers, the Shares subscribed for shall not be transferred during 6 months from the date of completion of issuance.

LETTER FROM THE BOARD

(9) Place of Listing

The A Shares to be issued under the Issuance to Target Subscribers will be listed and traded on the Shanghai Stock Exchange.

The above resolution is subject to the consideration and approval of the Shareholders at the EGM and the Class Meetings by way of special resolution.

1. Reasons and Benefits

Impact of the Issuance to Target Subscribers on the Company's

Financial Position After receipt of the proceeds, the total assets and net assets of the Company will be increased and the capital strength of the Company will be enhanced; at the same time, the gearing ratio of the Company will be reduced and the capital structure will be optimized, which is conducive to reducing the financial risks.

After receipt of the proceeds, the total share capital of the Company will be increased immediately, which will cause certain dilution to the immediate return of the Company in the short term. However, with the gradual advancement of the projects to be funded with the proceeds and the gradual release of economic benefits, the profitability of the Company will be further improved and the overall performance level will be further enhanced.

2. Raising funds to implement the requirements of governments at all levels in Shandong Province in respect of resource integration and overall development to enhance the profitability of the Company

Shandong Province is the largest gold producing province in the PRC, and Shandong Gold is one of the major producers of mine-produced gold in the PRC, ranking among the top in gold production volume for many consecutive years. The Company focuses on the development and utilization of gold mineral resources. By adopting the gold production model of scattered mining and beneficiation and centralized smelting, the Company has been able to better enhance its scale advantage of gold resources in the Laizhou region of the Jiaodong Peninsula with the modern gold production level of the Company.

The proposed SDG Mining (Laizhou) Jiaojia mining area (integration) gold resources development project intends to integrate 14 mineral rights, including Jiaojia Gold Mine, into one mining right, on which basis to consolidate and develop the resources within the integration scope of Jiaojia mining area in a unified manner, with the total investment amount of RMB8,273,131,000 and the construction period of six years. It is expected that the project will have an ore production and processing capacity of 6,600,000 tonnes per year. The implementation entity will have an annual operating income of RMB5,373,430,600 and an annual average net profit after tax of RMB2,113,063,700, with an internal rate of return (after tax) of 20.55% and a payback period of 8.71 years (including the construction period after tax). Therefore, the project has good economic feasibility.

LETTER FROM THE BOARD

3. *The Company's progress of the preliminary work of the project for the Issuance of A Shares to Specified Targets and the main timeline for subsequent regulatory approval*

On 2 June 2022, the Twenty-third Meeting of the Sixth Session of the Board of Directors of the Company was convened, at which the resolutions in relation to the Issuance to Target Subscribers were considered and passed, including the “Resolution on the Company’s eligibility for the non-public offering of A Shares”, the “Resolution on the Company’s Plan for the non-public offering of A Shares” and the “ Resolution on the Company’s preliminary proposal for the non-public offering of A Shares”.

On 25 July 2022, the Issuance to Target Subscribers was approved by the State-owned Assets Supervision and Administration Commission of the People’s Government of Shandong Province, “Approval reply from Shandong State-owned Assets Supervision and Administration Commission regarding the non-public offering of shares by Shandong Gold Mining Company Limited” (魯國資收益字[2022]34號).

On 29 July 2022, the Company held the 2022 second extraordinary general meeting and the 2022 first A Shares and H Shares class meeting, at which the Meeting considered and passed the “Resolution on the Company’s fulfillment of the conditions for the non-public offering of A Shares”, the “Resolution on the plan for the non-public offering of A Shares by the Company”, the “Proposal for the non-public offering of A Shares by the Company” and other resolutions in relation to the Issuance to Target Subscribers.

On 30 September 2022, the Company filed the application documents with the CSRC, and during the review period, the CSRC issued Feedback No. 222424, “Notice of One-time Feedback on the Review of Administrative License Programs of the CSRC” (the “**CSRC One-time Feedback**”) on 27 October 2022, and the Company filed a response to the One-time Feedback on 30 November 2022 with the CSRC.

Based on the transfer of the full implementation of the registration system for A shares to the examination by the SSE and registration by the CSRC, and in accordance with the Measures for the Administration of the Registration of Issuance of Securities by Listed Companies and other relevant requirements, on 24 February 2023, the Company convened the Thirty-fifth Meeting of the Sixth Session of the Board of Directors of the Company, at which it considered and passed the “Resolution on the Proposal of the Issue of A share Stocks by the Company to Specific Targets (Revised)”, “Resolution on the Issue of A-shares by the Company to Specific Targets Stock Program Validation and Analysis Report” “Resolution on the Feasibility Analysis Report on the Use of Proceeds from the Issue of A Shares by the Company to Specific Targets (Revised Draft)” and other relevant resolutions were considered and passed at the meeting, and the relevant contents of the proposal on the Issue of A shares to Target Subscribers were revised.

LETTER FROM THE BOARD

On 3 March 2023, the registration system SSE leveling work was completed, and during the SSE's review period, on 22 March 2023, the Company convened the 2023 second extraordinary general meeting and the 2023 first A Shares and H Shares class meeting, at which the three resolutions in relation to the Issuance to Target Subscribers, the "Resolution on the Report on the Demonstration and Analysis of the Company's Plan for Issuance of A Shares to Specific Targets", the "Resolution on Formulating the Plan for Shareholder Returns of the Company in the Next Three Years (2023-2025)," and the "Resolution on Proposing to the General Meeting of Shareholders to Authorize the Board of Directors and its Authorized Persons to Fully Handle the Matters Relating to the Issuance of Shares to Specific Targets" were all considered and approved.

On 24 March 2023, the SSE issued SSE Review (Refinancing) [2023] No. 154, "Review Inquiry Letter Regarding the Application Documents of Shandong Gold Mining Company Limited for Issuance of Shares to Specific Targets" (the "**Review Inquiry Letter**"), and on 14 April 2023, the Company submitted the data update of the Annual Report of 2022, the update of the response to the feedback of the CSRC once, and the documents in response to the inquiry letter from the SSE to the SSE.

The Forty-first Meeting of the Sixth Session of the Board of Directors and the Twenty-third Meeting of the Sixth Session of the Board of Supervisors were held on 16 June 2023, at which relevant resolutions such as the "Resolution on the Reduction of the Total Amount of Proceeds Raised by the Company by Issuance of A-Shares to Specific Targets and the Adjustment of the Issuance Program" were considered and passed, and in accordance with the "Measures for the Administration of Registration of Issuance of Securities by Listed Companies," issued by the CSRC in February 2023, "the Opinions on the Application of the Relevant Provisions of Articles 9, 10, 11, 13, 41, 57 and 60 of the Administrative Measures for the Issuance and Registration of Securities by Listed Companies Opinion No. 18 on the Application of Securities and Futures Law (《上市公司證券發行註冊管理辦法第九條、第十條、第十一條、第十三條、第四十一條、第五十七條、第六十條有關規定的適用意見 – 證券期貨法律適用意見第18號》)", the new and proposed financial investments newly made and to be made from six months prior to the resolution date of the Board of Directors of the Issue (2 June 2022) up to the date of the Issuance to Target Subscribers shall be deducted from the total amount of proceeds raised from the Issuance to Target Subscribers and, at the same time considering the Company's financial situation, foreign investment and other factors, the remaining fund-raising investment projects will be adjusted to repay bank loans, and it is proposed that the total amount of fund-raising will be adjusted to a total of not more than RMB7,382,866,900, and after the aforesaid adjustments, all the fund-raising of the Issue will be utilized for the project of "Shandong Gold Mining (Laizhou) Co., Ltd. Jiaojia mining area (integration) gold resources development project".

From June 2023 to the present, the Company has continued to communicate and respond to the SSE review questions.

LETTER FROM THE BOARD

4. *Subsequent procedures after the EGM and Class Meetings*

1. The SSE will convene a meeting of the Review Center to consider the Issuance to Target Subscribers, form an examination opinion on whether the listed company complies with the conditions of issuance and disclosure requirements, then issue a letter of implementation of the Review Center's opinion (if the Review Center's meeting considers there is a need for further implementation for the Issuance to Target Subscribers); the Company will reply the letter of implementation of the Review Center's opinion, if any, and the intermediary will issue the corresponding verification opinions;
2. SSE submits registration application documents to the CSRC after fulfilling internal procedures;
3. Upon receipt of the examination opinions and relevant information from the SSE, the CSRC shall, based on the examination opinions of the SSE, fulfill the issuance registration procedures in accordance with the law, and make a decision on whether to register or not to register the listed company's application for registration within fifteen working days. If the CSRC finds that there are new matters affecting the conditions of issuance, it may request the SSE to make further inquiries and form an examination opinion on the new matters. The time taken by the Company to supplement or amend the application documents for registration in accordance with the requirements, or the time taken by the sponsor, securities service provider or others to verify the relevant matters and request the listed company to supplement or amend the application documents shall not be counted;
4. After the successful registration with CSRC, the Company will complete the Issuance to Target Subscribers in accordance with the market conditions within the validity period of CSRC's registration approval.

According to the relevant review regulations of the SSE and the CSRC and the current overall review progress, it is expected to be completed within six months.

LETTER FROM THE BOARD

3. EFFECT OF THE ISSUANCE TO TARGET SUBSCRIBERS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For reference and illustration purposes only, assuming that there are no changes to the total issued Shares (excluding the Issuance to Target Subscribers) from the Latest Practicable Date to the date immediately preceding the completion of the Issuance to Target Subscribers and that subject to the regulatory requirements of the places where the Shares are listed, a maximum of 624,427,935 new A Shares are issued under the Issuance to Target Subscribers (which represents approximately 13.96% of the total issued Shares as at the Latest Practicable Date and approximately 12.25% of the enlarged total issued Shares upon completion of the Issuance to Target Subscribers), the shareholding structure of the Company as at the Latest Practicable Date and immediately following the completion of the Issuance to Target Subscribers is set out as follows:

	As at the Latest Practicable Date		Immediately following the completion of the Issuance to Target Subscribers	
	Number of Shares	Approximate percentage of the total issued Shares ²	Number of Shares	Approximate percentage of the total issued Shares ²
A Shares				
Shandong Gold Group Co., Ltd. (山東黃金集團有限公司)	1,694,069,251	37.87%	1,694,069,251	33.23%
Shandong Gold Resources Development Co., Ltd. (山東黃金資源開發有限公司)	194,872,049	4.36%	194,872,049	3.82%
Shandong Gold Non-ferrous Metal Mine Group Co., Ltd. (山東黃金有色礦業集團有限公司)	115,477,482	2.58%	115,477,482	2.27%
Shandong Gold Group Qingdao Gold Co., Ltd. (山東黃金集團青島黃金有限公司)	31,467,157	0.7%	31,467,157	0.62%
SDG (Beijing) Industry Investment Co., Ltd. (山東黃金(北京)產業投資有限公司)	3,257,045	0.07%	3,257,045	0.06%
Public A Shareholders	1,575,300,363	35.22%	2,199,728,298	43.15%
Total number of A Shares	3,614,443,347	80.80%	4,238,871,282	83.15%
H Shares				
Public H Shareholders	858,986,178	19.20%	858,986,178	16.85%
Total number of H Shares	858,986,178	19.20%	858,986,178	16.85%
Total	4,473,429,525	100.00%	5,097,857,460	100.00%

LETTER FROM THE BOARD

Notes:

1. It is expected that all of the maximum of 624,427,935 new A Shares to be issued under the Issuance to Target Subscribers will be held by public Shareholders.
2. The percentages listed in the above table are all rounded to two decimal places.

4. EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company did not conduct any equity fund raising activities during the past twelve months immediately before the Latest Practicable Date.

5. EGM AND H SHARES CLASS MEETING

The EGM and the H Shares Class Meeting are to be held at the conference room of the Company, No. 2503, Jingshi Road, Licheng District, Jinan, Shandong Province, the PRC at 10:00 a.m. on Friday, 1 September 2023 and on Friday, 1 September 2023 immediately after the conclusion of the A Shares Class Meeting respectively. The notices of the EGM and the H Shares Class Meeting are set out in Appendix I and Appendix II to this circular, respectively.

Any Shareholder entitled to attend and vote at the EGM and the H Shares Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the EGM and the H Shares Class Meeting and vote on your behalf, you are requested to complete the accompanying proxy forms in accordance with the instructions printed thereon and return them 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 and the H Shares Class Meeting (i.e. before 10:00 a.m. on Thursday, 31 August 2023) or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending and voting at the EGM and the H Shares Class Meeting or any adjournment thereof should you so wish.

6. 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 and the H Shares Class Meeting, the H Shares register of members of the Company will be closed from Tuesday, 29 August 2023 to Friday, 1 September 2023, both dates inclusive, during which period no transfers of H Shares will be effected.

In order to qualify to attend and vote at the EGM and the H Shares Class Meeting, all transfer instruments 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, 28 August 2023.

7. VOTING

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules and Article 119 of the Articles of Association, unless the chairman makes a decision in the spirit of honesty and credibility and agrees that the resolution on relevant procedures or administrative matters shall be voted on by show of hands, voting for a general meeting shall be held by ballot.

LETTER FROM THE BOARD

Pursuant to Article 111 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. Pursuant to Article 120 of the Articles of Association, on a poll taken at a meeting, a Shareholder (including proxy) entitled to two or more votes need not cast all his votes in the same way.

8. RECOMMENDATION

The Directors are of the view that the proposed resolution at the EGM and the H Shares Class Meeting 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 and the H Shares Class Meeting.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in satisfaction of the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors after having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. GENERAL INFORMATION

Your attention is drawn to the information set out in the appendices to this circular.

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



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 2023 FOURTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 fourth extraordinary general meeting (“**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 10:00 a.m. on Friday, 1 September 2023 for the purpose of considering and, if thought fit, passing the following resolution. Unless otherwise stated, the capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 16 August 2023.

SPECIAL RESOLUTION

1. To consider and approve the resolution on the extension of the validity period of the shareholders' resolution in relation to the Issuance of A Shares to Target Subscribers.

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

Jinan, the PRC, 16 August 2023

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, Mr. Wang Lijun 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.

APPENDIX I NOTICE OF 2023 FOURTH EXTRAORDINARY GENERAL MEETING

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, 29 August 2023 to Friday, 1 September 2023 (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, 28 August 2023. H Shareholders whose names appear on the H Shares register of members of the Company on Friday, 1 September 2023 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 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 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 10:00 a.m. on Thursday, 31 August 2023). 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 the 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.



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 2023 SECOND H SHARES CLASS MEETING**

NOTICE IS HEREBY GIVEN that the 2023 second class meeting for H Shares (the “**H Shares Class Meeting**”) of Shandong Gold Mining Co., Ltd. (the “**Company**”) will be held immediately after the conclusion of the 2023 second class meeting for holders of domestic listed shares (A Shares) (or any adjourned meeting thereof) of the Company at the conference room of the Company, No. 2503, Jingshi Road, Licheng District, Jinan, Shandong Province, the PRC on Friday, 1 September 2023 for the purpose of considering and, if thought fit, passing the following resolution. Unless otherwise stated, the capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 16 August 2023.

SPECIAL RESOLUTION

1. To approve and consider the resolution on the extension of the validity period of the shareholders' resolution in relation to the Issuance of A Shares to Target Subscribers.

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

Jinan, the PRC, 16 August 2023

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, Mr. Wang Lijun 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. All holders of H Shares whose names appear on the H Shares register of members of the Company on 1 September 2023 are entitled to attend the H Shares Class Meeting and should bring along their identity cards or passports when attending the H Shares Class Meeting. Holders of the Company's H Shares should note that the H Shares register of members of the Company will be closed from Tuesday, 29 August 2023 to Friday, 1 September 2023 (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, 28 August 2023.
2. Any shareholder entitled to attend and vote at the H Shares Class Meeting is entitled to appoint a proxy or more proxies (who need not be a shareholder of the Company) to attend the H Shares Class Meeting and vote thereat in his 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 H Shares Class Meeting shall put it in writing, with the proxy form to be signed by the appointor or his 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 10:00 a.m. on Thursday, 31 August 2023). Completion and return of the proxy form will not affect the rights of the shareholders to attend and vote at the H Shares Class Meeting in person.
4. Proxies of holders of the Company's H Shares shall bring along the proxy form, instrument(s) for appointing a proxy (if applicable) and the proxies' identity cards or passports to attend the H Shares Class Meeting.
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 H Shares Class Meeting.