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)**

## PROPOSED ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

On 30 July 2026, Shandong Gold Mining Co., Ltd. (the "**Company**", together with its subsidiaries, the "**Group**") hereby announces that the board of directors (the "**Director(s)**") of the Company (the "**Board**") proposed Mr. Gao Yongtao ("**Mr. Gao**") to be elected as a candidate for the independent non-executive Director of the seventh session of the Board. His term of office shall be effective from the date of approval by election at the general meeting and end on the expiry of the term of the seventh session of the Board.

Gao Yongtao (高永濤), male, Han nationality, a member of the Communist Party of China, born in December 1962, holds a doctoral degree. He is a doctoral supervisor, a national second-level professor and safety expert at the National Mine Safety Administration and is entitled to State Council Government Allowance. He previously served as a teaching assistant, lecturer and associate professor of University of Science and Technology Beijing, an independent non-executive Director and special advisor of the Company, an independent director of Zhangjiakou Construction Development Group Co., Ltd. (張家口市建設發展集團), chairman of the Geotechnical Mining Committee of the Chinese Society for Metals (中國金屬學會地採委員會), council member of the China Rock Anchor Engineering Association (中國岩土錨固工程協會), and deputy chairman of the Soft Rock Committee of the Chinese Society for Rock Mechanics and Engineering (中國岩石力學學會軟岩委員會). He currently serves as a professor and doctoral supervisor at the University of Science and Technology Beijing, chairman of Beijing Anke Xingye Technology Co., Ltd. (北京安科興業科技股份有限公司), a company quoted on the National Equities Exchange and Quotations (stock code: 835578), and an independent director of Zhongjin Gold Corporation Limited, a company listed on the Shanghai Stock Exchange (stock code: 600489). He was awarded the Eighth China Youth Science and Technology Award, and was selected as a National Candidate for the "New Century Hundred-Thousand-Ten Thousand Talents Project". He was also awarded the title of Outstanding Teacher of Beijing and Advanced Individual for Industry-University-Research Collaboration in Beijing. He has received two Second Prizes for National Science and Technology

Progress, four First Prizes, two Second Prizes and two Third Prizes for Provincial and Ministerial-level Science and Technology Progress, and one Bureau-level Special Prize. He has solid foundational theoretical knowledge, outstanding scientific research and innovation capabilities, and long-term and extensive work experience in mine construction and mining.

From 31 December 2020 to 14 August 2025 (the "**Relevant Period**"), Mr. Gao served as a special advisor to the sixth session of the Board (the "**Special Advisor Arrangement**") for a fixed annual advisory fee of RMB300,000. During the Relevant Period, Mr. Gao provided non-binding technical and academic advice on certain mining-related technical matters of the Group, based on the actual needs of the Company. The Special Advisor Arrangement was terminated on 14 August 2025.

The Board and the Nomination Committee have carefully considered the independence of Mr. Gao and are satisfied that he is an independent person for the following reasons:

(a) Mr. Gao was directly engaged in his personal capacity, and did not provide services through any professional advisory organisation or as a director, partner, principal or employee of such organisation. The oral or written technical and academic observations provided by him from time to time were non-binding, and did not involve regulated professional services, formal opinions, transaction advice or expert reports;

(b) Mr. Gao does not have any material interest in the principal business activities of the Company, its holding company or their respective subsidiaries, nor has he been involved in any material business transactions with the Company, its holding company or their respective subsidiaries, or any core connected person of the Company; the scope of services provided by Mr. Gao under the Special Advisor Arrangement and the fixed annual consultancy fee are not material to the Company and the Group and do not constitute material business transactions;

(c) Mr. Gao also does not hold any executive or management position in the Company or any member of the Group, and his role under the Special Adviser Arrangement is advisory in nature and does not involve performing any management, administrative or executive functions;

(d) Mr. Gao has confirmed that, taking into consideration his overall net assets and total income during the Relevant Period, the consultancy fees paid to him under the Special Adviser Arrangement during the Relevant Period were not material to him personally and did not render him financially dependent on the Company or the Group; and

(e) Mr. Gao has confirmed that (i) he is independent as regards each of the factors referred to in rules 3.13(1) to (8) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"); (ii) he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, as at the date of this announcement, Mr. Gao (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 shareholder or controlling shareholder 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 date of this announcement, save as disclosed above, the Board is not aware of any other matters in relation to the proposed election of Mr. Gao that need to be brought to the attention of the shareholders of the Company nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

The Company proposes to enter into a service contract with Mr. Gao in relation to his appointment as an independent non-executive Director, for a term commencing from the date on which the relevant resolution is passed by the shareholders at the extraordinary general meeting and ending on the expiry date of the term of office of the seventh session of the Board. Pursuant to the remuneration plan of Directors and Senior Management for 2026 approved at the Company's 2025 annual general meeting held on 15 June 2026, Mr. Gao will receive a fixed director's allowance of RMB300,000 per annum (before taxation). Such allowance has been determined with reference to his duties and responsibilities as an independent non-executive Director and in accordance with the Company's remuneration policy, and will be fully covered by the service contract mentioned above. In accordance with the Articles of Association, the ordinary resolution in respect of the proposal to elect Mr. Gao as an independent non-executive Director of the seventh session of the Board shall be effective upon approval by the shareholders of the Company at the general meeting. A circular containing the details of the above resolution and the notice of the extraordinary general meeting of the Company will be published in due course.

By order of the Board
**Shandong Gold Mining Co., Ltd.**
**Wang Chenglong**
*Chairman*

Jinan, the PRC, 30 July 2026

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