THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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).

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 AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS;
AND
NOTICE OF 2026 THIRD EXTRAORDINARY GENERAL MEETING

A notice convening the 2026 third 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, 21 August 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, 20 August 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, 19 August 2026 (Email: hj600547@163.com; Phone: 0531-67710376).

3 August 2026

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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 third 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, 21 August 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;

"Latest Practicable Date"	3 August 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.

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. Wang Chenglong *(Chairman)*
Mr. Xu Jianxin
Mr. Xiu Guolin
Mr. Tang Qi
Ms. Liu Yanfen

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

3 August 2026

To the Shareholders,

THE RESOLUTION IN RELATION TO THE ELECTION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS; AND NOTICE OF 2026 THIRD 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, 21 August 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.

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

Reference is made to the announcement of the Company dated 30 July 2026.

In order to further improve the corporate governance structure of the Company, and in accordance with the Company Law, the Guidelines No. 1 on Self-Regulatory and Supervision for Listed Companies on the Shanghai Stock Exchange – Standardized Operation (《上海證券交易所上市公司自律監管指引第1號－規範運作》), and other relevant laws, regulations and regulatory documents, as well as the provisions of the Articles of Association, after review and approval by the nomination committee of the Board, the Board proposed Mr. Gao Yongtao 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 EGM 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 Shandong Gold Mining Co., Ltd., 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 of the Board 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 Advisor 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 Advisor 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 Hong Kong 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 Hong Kong Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

The above nomination recommendation was made by the nomination committee of the Board based on the Company's needs, in accordance with the Board diversity policy and the nomination policy adopted by the Company. In considering Mr. Gao as a candidate for an independent non-executive Director, the nomination committee has taken into account Mr. Gao's confirmation of independence, as well as his skills, background, knowledge and experience. In particular, Mr. Gao has solid theoretical knowledge, outstanding scientific research and innovation capabilities, and long-term and extensive work experience in mine construction and mining. His professional background and experience enable him to provide valuable insights to the Board and contribute to the diversity of the Board. Accordingly, the Board recommends the Shareholders to elect Mr. Gao as an independent non-executive Director.

The above-mentioned independent non-executive 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. 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 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 is not aware of any other matters in relation to the election of independent non-executive 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.

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 EGM 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.

The resolution was considered and approved by the Board on 30 July 2026 and will be submitted to the Shareholders for consideration and approval at the EGM as an ordinary resolution.

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, 21 August 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, 20 August 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, 18 August 2026 to Friday, 21 August 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, 17 August 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, 17 August 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.

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.
Wang Chenglong
Chairman

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 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 third 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, 21 August 2026 for the purpose of considering and, if thought fit, passing the following resolution.

ORDINARY RESOLUTION

1. To elect Gao Yongtao as an independent non-executive Director of the seventh session of the Board of Directors of the Company.

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

Jinan, the PRC, 3 August 2026

As at the date of this notice, 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.

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, 18 August 2026 to Friday, 21 August 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, 17 August 2026. H Shareholders whose names appear on the H Shares register of members of the Company at the close of business on Monday, 17 August 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, 20 August 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, 19 August 2026 (Email: hj600547@163.com; Phone number: 0531-67710376).