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)

PROXY FORM
FOR THE 2019 FIRST CLASS MEETING FOR HOLDERS OF H SHARES

I/We *(Note 1)* _____
of _____ *(Note 2)* being the registered holder
of *(Note 3)* _____ H shares in Shandong Gold Mining Co., Ltd. (the "**Company**")
HEREBY APPOINT *(Note 4)* THE CHAIRMAN OF THE MEETING or _____
(correspondence address: _____)
as my/our proxy to attend and act for me/us at the 2019 First Class Meeting for Holders of H Shares (the "**H Shares Class Meeting**") of the Company to be held immediately after the conclusion of the 2019 first class meeting for holders of domestic listed shares (A shares) (or any adjourned meeting thereof) at the conference room of the Company, Building No.3, Shuntai Plaza, Shunhua Road No. 2000, Jinan, Shandong Province, the PRC on Friday, 28 June 2019, and to vote for me/us at such meeting in respect of the resolution set out in the notice of the H Shares Class Meeting in the manners as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

	Special Resolution *(Note 5)*	**For** *(Note 6)*	**Against** *(Note 6)*	**Abstain** *(Note 6)*
1.	To consider and approve the resolution regarding the profit distribution plan and issuance of bonus shares by way of conversion of capital reserve in 2018			

Date: _____ 2019 Signature *(Note 7)*: _____

Notes:

1. Please insert full name(s) (both in Chinese and English) as recorded in the register of members of the Company in **BLOCK LETTERS**.
2. Please insert address(es) as recorded in the register of members of the Company in **BLOCK LETTERS**.
3. Please insert the number of shares in the Company registered in your name(s) to which the proxy form relates. If no such number is inserted, the proxy form will be deemed to relate to all shares in the Company registered in your name(s).
4. If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. A shareholder is entitled to appoint one or more proxies to attend and vote on his behalf at the H Shares Class Meeting. The proxy need not be a shareholder of the Company. Any alteration made to this proxy form must be signed by the person who signs it.
5. According to Article 108 of the Articles of Association, to adopt an ordinary resolution, votes representing more than one half of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution for it to be passed; to adopt a special resolution, votes representing more than two-thirds of the voting rights represented by the shareholders (including proxies) present at the meeting must be exercised in favour of the resolution for it to be passed.
6. Important: If you wish to vote for any resolution, place a "✓" in the box marked "For". If you wish to vote against any resolution, place a "✓" in the box marked "Against". If you wish to abstain from voting on any resolution, place a "✓" in the box marked "Abstain". The shares abstained will be counted in the calculation of the required majority. Failure to complete the box will entitle your proxy to vote on your behalf at his discretion.
7. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under the common seal or under the hand of any director or attorney duly authorised in writing.
8. This proxy form, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the H Shares Class Meeting (i.e. before 9:00 a.m. on Thursday, 27 June 2019) or any adjournment thereof.
9. 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.
10. This proxy form should be completed in duplicate. One counterpart should be delivered to the Company's H Share Registrar in accordance with Note 8; the other counterpart should be produced by the proxy at the H Shares Class Meeting in accordance with Note 9.