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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)**

## **NOTICE OF 2019 THIRD EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2019 Third Extraordinary General Meeting (“EGM”) of Shandong Gold Mining Co., Ltd. (the “**Company**”) will be held at the conference room of the Company, Building No. 3, Shuntai Plaza, Shunhua Road No. 2000, Jinan, Shandong Province, the PRC at 9:00 a.m. on Monday, 12 August 2019 for the purpose of considering and, if thought fit, passing the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the resolution on the Company's acquisition of 100% equity interest of SD Gold Capital Management Co., Ltd. (山金金控資本管理有限公司).
2. To consider and approve the resolution on the estimated new daily connected transactions of the Company after the acquisition of the equity interest of SD Gold Capital Management Co., Ltd. (山金金控資本管理有限公司).

### **SPECIAL RESOLUTIONS**

3. To consider and approve the amendment of the Company's Articles of Association.
4. To consider and approve the general mandate to issue H shares.

#### **“THAT:**

- (a) The Board be granted an unconditional general mandate to, separately or concurrently, issue, allot and deal with additional H shares (the “**H Shares**”) of the Company in accordance with the market conditions, including to decide on the class and number of shares to be issued; the pricing mechanism and/or the issue price (or the range of issue price); the commencement and end date and time of such issue, the class and number of shares to be issued and allotted to existing shareholders of the Company; and/or to make any proposals, enter into any agreements or grant any share options in relation to such H Shares;

- (b) The total number of H Shares separately or concurrently, issued, allotted and dealt with by the Board of Directors (whether or not by way of the exercise of share options or by any other means) in accordance with the mandate mentioned as (a) above shall not exceed 20% of the number of the H Shares of the Company in issue as at the date of this resolution being approved by the EGM;
- (c) The Board may make proposals, enter into any agreements or grant any share options which relates to the exercise, after the expiry of the Relevant Period (as defined in (d) below), of rights in relation to such H Shares;
- (d) For the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution on the EGM until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
  - (ii) the expiration of a period of 12 months following the passing of this resolution; or
  - (iii) the date on which the authority conferred by this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting;
- (e) The Board be and is hereby authorised to increase the registered share capital and make such amendments to the articles of association of the Company (the “**Articles of Association**”) as it thinks fit so as to reflect the increased registered share capital and the new capital structure of the Company in accordance to the manner of the allotment and issuance, class and number of shares of the Company allotted and issued, as well as the capital structure of the Company after such allotment and issuance;
- (f) In order to facilitate the issuance of shares in accordance with this resolution in a timely manner, the Board be and is hereby authorised to exercise all such power granted to the Board to execute and do or procure to be executed and done all such documents, deeds and things as it may consider necessary in connection with the issue of such shares contingent on the passing of sub-paragraphs (a) to (e) of this resolution and within the Relevant Period. Such power shall include but not limited to the following:
  - (i) depending on the actual market conditions, the Board is authorised to determine the method of issuance, the target for issuance as well as the amount and proportion of issuance, pricing method and/or issue price (including issue price range), the commencement and end time, the listing time, use of proceeds and other information;
  - (ii) engaging professional agencies and signing relevant engagement agreements;

- (iii) signing the underwriting agreement, sponsor's agreement, listing agreement and all other documents as considered necessary for executing the mandate to issue shares on behalf of the Company;
  - (iv) handling the issues on registration of change in registered share capital and share capital on a timely basis according to the method, type and amount of the shares issued and the actual situation of the capital structure of the Company;
  - (v) applying for approval, registration, filing and other procedures in connection with the issuance and listing of such shares from the relevant authorities on behalf of the Company;
  - (vi) determining and paying the relevant listing fee and application fee;
  - (vii) amending the Articles of Association from time to time and arranging necessary registration and filing procedures according to the method, type and number of the shares issued and the actual situation of the capital structure of the Company; and
  - (viii) all other procedures and matters as the Board may consider necessary in connection with the issuance of shares, so long as the same does not contravene any applicable laws, rules, regulations or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and the Articles of Association;
- (g) The Board will only exercise its respective power under such mandate in accordance with the Company Law of the PRC, the Securities Law of the PRC, regulations or the Hong Kong Listing Rules (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained and the Board will only exercise its power under such mandate in accordance with the power granted by the shareholders to the Board at the EGM."

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

Jinan, the PRC  
21 June 2019

*As at the date of this notice, the executive directors of the Company are Mr. Wang Peiyue, Mr. Li Tao and Mr. Tang Qi; the non-executive directors of the Company are Mr. Li Guohong, Mr. Wang Lijun and Ms. Wang Xiaoling; and the independent non-executive directors of the Company are Mr. Gao Yongtao, Mr. Lu Bin and Ms. Hui Wing.*

*Notes:*

1. All holders of H Shares whose names appear on the register of members of the Company on Saturday, 13 July 2019 are entitled to attend the EGM and should bring along their identity cards or passports when attending the EGM. Holders of the Company's H Shares should note that the register of members of the Company will be closed from Saturday, 13 July 2019 to Monday, 12 August 2019 (both dates inclusive), during which period no transfers of H Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in respect of H Shares, namely Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 12 July 2019. Holders of H Shares who intend to attend the EGM should deliver reply slip for attending the EGM, a copy of each of the shareholding document(s), copies of their identity cards or passports (with the pages showing the names of such shareholders), by hand, by post or by facsimile, to the correspondence address of the Company at Building No. 3, Shuntai Plaza, Shunhua Road No. 2000, Jinan, Shandong Province, the PRC (Attention: The office of the Board of the Company) on or before Monday, 22 July 2019. 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 appointer or his attorney duly authorized in writing. If the appointer 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 appointer, 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders only) not later than 24 hours before the time appointed for the holding of the EGM (i.e. before 9:00 a.m. on Sunday 11 August 2019). 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.