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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)**

**RESOLUTIONS PASSED AT  
THE THIRD EXTRAORDINARY GENERAL MEETING IN 2019**

The Third Extraordinary General Meeting in 2019 of the Company was held on 23 August 2019. The Board is pleased to announce that the proposed resolutions as set out in the EGM Notice have been duly approved by the Shareholders by way of poll.

Reference is made to the revised notice of the 2019 Third Extraordinary General Meeting (the “**EGM**”) of Shandong Gold Mining Co., Ltd. (the “**Company**”) dated 7 August 2019 (the “**EGM Notice**”). The EGM was held at the conference room of the Company, Building No. 3, Shuntai Plaza, Shunhua Road No. 2000, Jinan, Shandong Province, the People’s Republic of China (the “**PRC**”) at 9:00 a.m. on Friday, 23 August 2019. The following resolutions voted by poll in accordance with the Company’s articles of association were duly approved by the shareholders of the Company (the “**Shareholders**”) attending the EGM, and the board of directors of the Company (the “**Board**”) is pleased to announce the poll results of the resolutions of the EGM as follows:

<b>Resolutions</b>		<b>No. of valid votes For (% of total valid votes cast)</b>	<b>No. of valid votes Against (% of total valid votes cast)</b>	<b>No. of valid votes Abstain (% of total valid votes cast)</b>	<b>Total valid votes</b>
<b>ORDINARY RESOLUTIONS</b>					
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).	376,363,059 (97.823060%)	7,446,933 (1.935583%)	928,595 (0.241357%)	384,738,587 (100%)

Resolutions		No. of valid votes For (% of total valid votes cast)	No. of valid votes Against (% of total valid votes cast)	No. of valid votes Abstain (% of total valid votes cast)	Total valid votes
<b>ORDINARY RESOLUTIONS</b>					
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).	376,363,059 (97.823060%)	7,446,933 (1.935583%)	928,595 (0.241357%)	384,738,587 (100%)
<b>SPECIAL RESOLUTIONS</b>					
3.	To consider and approve the amendment of the Company's Articles of Association.	1,344,774,602 (99.382467%)	7,427,433 (0.548907%)	928,595 (0.068626%)	1,353,130,630 (100%)
4.	To consider and approve the general mandate to issue H shares.	1,320,216,503 (97.567557%)	31,979,832 (2.363396%)	934,295 (0.069047%)	1,353,130,630 (100%)

The above resolutions nos. 1 and 2 were passed as ordinary resolutions and resolutions nos. 3 and 4 were passed as special resolutions.

As at the date of the EGM, the total number of issued shares of the Company that are entitled to vote as determined at the book closure date on 13 July 2019 is 2,214,008,309, comprising 1,857,118,809 A shares and 356,889,500 H shares listed on The Stock Exchange of Hong Kong Limited (excluding bonus shares issued by the Company on 20 August 2019). Holders of such shares were entitled to attend the EGM and vote on the resolutions proposed thereat.

There were no shares entitling the holders to attend and abstain from voting for the resolutions at the EGM. Other than Shandong Gold Group Co., Ltd., Shandong Gold Non-ferrous Metal Mine Group Co., Ltd., Shandong Gold Geological Mine Exploration Co., Ltd., Shandong Gold Group Qingdao Gold Co., Ltd., and SDG (Beijing) Industry Investment Co., Ltd. who abstained from voting on resolutions numbered 1 and 2 at the EGM, no Shareholders are required to abstain from voting at the EGM. The total number of shares held by the Shareholders or their proxy(ies) who have attended the EGM (including Shareholders voted via Internet) and are entitled to vote is 1,353,130,630 shares, representing approximately 61.116782% of the total issued shares of the Company (excluding the bonus shares issued by the Company on 20 August 2019) as at the date of this announcement.

Computershare Hong Kong Investor Services Limited, being the H share registrar of the Company, has acted as the scrutineer for the vote-taking at the EGM.

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

Jinan, the PRC  
23 August 2019

*As at the date of this announcement, 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.*