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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)

**CHANGE OF REGISTERED CAPITAL AND
THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of Shandong Gold Mining Co., Ltd. (the “**Company**”) announces that, on 29 August 2019, pursuant to the authority granted to the Board by the shareholders of the Company at the 2018 annual general meeting of the Company, the 2019 first class meeting of A shareholders of the Company and the 2019 first class meeting of the holders of H shares of the Company held on 28 June 2019, and in accordance with the relevant provisions in the Company Law of the People’s Republic of China and other laws and regulations, the Board has approved certain amendments to the articles of association of the Company (the “**Amendments to the Articles of Association**”) as a result of the issue of 4 bonus shares for every 10 shares to all shareholders by way of conversion of capital reserve based on the total issued shares of the Company of 2,214,008,309 shares. A total of 885,603,323 bonus shares have been issued by the Company on 20 August 2019 and the registered capital of the Company has now changed from RMB2,214,008,309 to RMB3,099,611,632.

The full text of the Amendments to the Articles of Association, which were prepared in the Chinese language, is set out in the appendix to this announcement. In the event of any discrepancy between the English translation and the Chinese version of the Amendments to the Articles of Association, the Chinese version shall prevail.

The change in registered capital of the Company and the Amendments to the Articles of Association are subject to the registration procedures with the relevant PRC governmental authorities.

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

Jinan, the PRC, 29 August 2019

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

APPENDIX

Details of the amendments to the Articles of Association are set out as follows:

Original Articles	Amended Articles
<p>Article 6 Registered Capital of the Company is RMB2,214,008,309. Increase or decrease of the Company's registered capital resulting in a change in total registered capital has to be approved by way of resolution of the shareholders' meeting of the Company in relation to increase or decrease of registered capital, as well as passing of the resolution on amendment of the Company's Articles of Association, authorizing the board of directors of the Company to complete the registration procedures for the change in registered capital.</p>	<p>Article 6 Registered Capital of the Company is RMB 2,214,008,309 <u>3,099,611,632</u>. Increase or decrease of the Company's registered capital resulting in a change in total registered capital has to be approved by way of resolution of the shareholders' meeting of the Company in relation to increase or decrease of registered capital, as well as passing of the resolution on amendment of the Company's Articles of Association, authorizing the board of directors of the Company to complete the registration procedures for the change in registered capital.</p>
<p>Article 22 Equity structure of the Company is as follows: 2,214,008,309 ordinary shares, including 1,857,118,809 domestic shares, representing 83.88% of the total shares of the Company and 356,889,500 H shares, representing 16.12% of the total shares of the Company.</p>	<p>Article 22 Equity structure of the Company is as follows: 2,214,008,309 <u>3,099,611,632</u> ordinary shares, including 1,857,118,809 <u>2,599,966,332</u> domestic shares, representing 83.88% of the total shares of the Company and 356,889,500 <u>499,645,300</u> H shares, representing 16.12% of the total shares of the Company.</p>