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

References are made to the announcements published by Shandong Gold Mining Co., Ltd. (the “**Company**”) dated September 2, 2025 and September 9, 2025 in relation to the placing of new H Shares by the Company under the General Mandate. Given that the Company has completed the placing of 136,500,000 new H Shares (the “**Placing**”) under the General Mandate on September 9, 2025, pursuant to which (i) the number of total issued Shares of the Company has been increased from 4,473,429,525 Shares to 4,609,929,525 Shares; the number of total issued H Shares has increased from 858,986,178 H Shares to 995,486,178 H Shares; and the number of A Shares remains unchanged at 3,614,443,347 A Shares; and (ii) the Company has accordingly increased its registered capital by RMB136,500,000 from RMB4,473,429,525 to RMB4,609,929,525.

In light of the corresponding changes in the Company’s registered capital, total share capital and shareholding structure, in accordance with the provisions of the Company Law and other relevant laws and regulations, the Company held the fourth meeting of the seventh session of the Board on September 12, 2025, reviewed and approved the Proposal on Changing the Registered Capital and the Proposal on Amending the Articles of Association, and agreed to amend the Articles of Association.

No.	Prior to the amendments	After the amendments
1	<p>Article 3 ……</p> <p>On January 11, 2021, the CSRC approved the Company to issue 159,482,759 overseas listed foreign shares (H shares) to the original shareholders of Hengxing Gold Holding Company Limited as the consideration for the acquisition of Hengxing Gold Holding Company Limited, and such shares were listed on the Hong Kong Stock Exchange on February 5, 2021.</p>	<p>Article 3 ……</p> <p>On January 11, 2021, the CSRC approved the Company to issue 159,482,759 overseas listed foreign shares (H shares) to the original shareholders of Hengxing Gold Holding Company Limited as the consideration for the acquisition of Hengxing Gold Holding Company Limited, and such shares were listed on the Hong Kong Stock Exchange on February 5, 2021.</p> <p><b><u>As authorized by the 2024 annual general meeting, the Company issued 136,500,000 H shares on September 9, 2025, and such shares were listed on the Hong Kong Stock Exchange on the same date.</u></b></p>
2	<p>Article 6 Registered capital of the Company is RMB4,473,429,525. ……</p>	<p>Article 6 Registered capital of the Company is RMB<b><u>4,609,929,525</u></b>. ……</p>
3	<p>Article 22 The number of shares of the Company in issue is 4,473,429,525 shares, equity structure of the Company is as follows: 4,473,429,525 ordinary shares, including 3,614,443,347 shares held by holders of A shares, representing 80.80% of the total share capital of the Company and 858,986,178 shares held by holders of H shares, representing 19.20% of the total share capital of the Company.</p>	<p>Article 22 The number of shares of the Company in issue is <b><u>4,609,929,525</u></b> shares, equity structure of the Company is as follows: <b><u>4,609,929,525</u></b> ordinary shares, including 3,614,443,347 shares held by holders of A shares, representing <b><u>78.41%</u></b> of the total share capital of the Company and <b><u>995,486,178</u></b> shares held by holders of H shares, representing <b><u>21.59%</u></b> of the total share capital of the Company.</p>
4	<p>Article 237 The Articles of Association shall be considered and approved at a shareholders' meeting, and shall take effect from such date. From the effective date of the Articles of Association, the Company's original Articles of Association (amended in March 2024) will automatically become invalid.</p>	<p>Article 237 The Articles of Association shall be considered and approved at a shareholders' meeting, and shall take effect from such date. From the effective date of the Articles of Association, the Company's original Articles of Association (amended in <b><u>August 2025</u></b>) will automatically become invalid.</p>

Save for the above-mentioned amendments to articles, other contents in the Articles of Association remain unchanged. Pursuant to the General Mandate granted to the Board by the Shareholders' resolutions adopted at the annual general meeting held on June 11, 2025, these amendments to the Articles of Association fall under the scope of the general mandate granted to the Board by the Shareholders' meeting, and do not need to be submitted to the Shareholders' meeting of the Company for approval. The amended Articles of Association shall be filed with the market regulation and administration authority, and the above changes shall ultimately be subject to the contents filed with the market regulation and administration authority. The English translation of the details of the amendments is for reference only. In the event of any discrepancy between the English and Chinese versions, the Chinese version shall prevail.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“A Share(s)”	the domestic share(s) within the Company's ordinary share capital, with a nominal value of RMB1.0 each, which are listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of directors of the Company
“Company Law”	the Company Law of the PRC
“General Mandate”	the general mandate granted to the directors by a Shareholders' resolution passed at the annual general meeting held on June 11, 2025 to allot, issue and deal with up to 171,797,235 new H Shares, representing 20% of the total number of H Shares then in issue as at the date of such resolution
“H Share(s)”	the overseas-listed foreign invested share(s) in the Company's ordinary share capital, with a nominal value of RMB1.0 each, which are listed on The Stock Exchange of Hong Kong Limited
“PRC”	the People's Republic of China, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)

By order of the Board  
**Shandong Gold Mining Co., Ltd.**  
*Chairman*  
**Han Yaodong**

Jinan, the PRC, September 12, 2025

*As at the date of this announcement, the executive directors of the Company are Mr. Xiu Guolin, Mr. Xu Jianxin, Mr. Tang Qi and Ms. Liu Yanfen; the non-executive directors of the Company are Mr. Han Yaodong and Mr. Liu Qin; and the independent non-executive directors of the Company are Mr. Zhan Kai, Mr. Liew Fui Kiang and Ms. Zhao Feng.*