



Shandong Gold Mining Co., Ltd.
Building 3 Shuntai Plaza 2000 Shunhua Road
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ASX Release

22 December 2020

Shandong Gold announces intention to increase Offer price to A\$1.075 subject to conditions being satisfied

Shandong Gold Mining (HongKong) Co., Ltd (**Bidder**) refers to its off-market takeover offer for Cardinal Resources Limited ACN 147 325 620 (**Cardinal**) dated 13 August 2020 (as varied by notices dated 7 September 2020, 21 September 2020, 12 October 2020, 23 October 2020, 26 October 2020 and 24 November 2020) (**Shandong Gold Offer** or **Offer**). The Offer is contained in the bidder's statement issued by the Bidder and dated 11 August 2020 (as supplemented on 7 September 2020, 19 October 2020 and 24 November 2020) (**Bidder's Statement**).

Unless otherwise defined in this announcement, words defined in the Bidder's Statement have the same meaning in this announcement.

Conditional increase to Shandong Gold Offer price

Shandong Gold announces its intention to increase its Offer price from A\$1.05 to **A\$1.075** per Cardinal Share, subject to both of the following conditions (**Price Increase Conditions**) being satisfied:

- 1 Shandong Gold acquiring a relevant interest in at least 30% of all Cardinal shares by 7.00pm (Sydney time) on Thursday 31 December 2020; and
- 2 the offer period for the on-market takeover offer by Nord Gold S.E. (**Nordgold**) for all of the shares in Cardinal (**Nordgold Market Offer**) not being extended beyond the close of trading on ASX on 23 December 2020.

Shandong Gold expects these conditions to be satisfied in due course, taking into account:

- Shandong Gold currently has a relevant interest in approximately 12.9% of all Cardinal shares, and Cardinal shareholders holding (in aggregate) 22.8%¹ of all Cardinal shares have given statements of intention to Cardinal to accept the Shandong Gold Offer by 31 December 2020; and

¹ As announced by Cardinal on 26 October 2020.

- Nordgold's unqualified public statement that the offer period under the Nordgold Market Offer will close on 23 December 2020 (see Nordgold ASX announcement of 21 December 2020).

Cardinal Shareholders are encouraged to accept the Shandong Gold Offer today to receive the benefit of A\$1.05 per Cardinal share cash consideration in three business days,² plus the benefit of at least an additional A\$2.5c per Cardinal share in the event that the Price Increase Conditions are satisfied.

Cardinal Shareholders should note that if the Price Increase Conditions are satisfied, Shandong Gold will increase the Offer price to A\$1.075 per Cardinal Share. However, if the Price Increase Conditions are not satisfied, a Cardinal Shareholder that accepts, or has accepted, the Offer will receive the existing Offer price of A\$1.05 per Cardinal Share.

Acceptance and Offer period close

Shandong Gold urges Cardinal Shareholders to accept the Shandong Gold Offer as soon as possible.

In line with the Bidder's Second Supplementary Bidder's Statement dated 19 October 2020, Cardinal Shareholders can accept the Shandong Gold Offer by submitting a scanned copy of their completed and signed Acceptance Form (together with all documents required by the instructions on the Acceptance Form) by email to corpactprocessing@computershare.com.au prior to the end of the Offer Period (in addition to returning their Acceptance Form by post).

The Shandong Gold Offer is scheduled to close at 7.00pm (Sydney time) on Thursday 31 December 2020 (unless extended).

Enquiries

If you require assistance or have any enquiries in relation to the Bidder's Offer, please call **1300 148 804** (toll-free within Australia) or **+61 3 9415 4305** (from outside Australia), Monday to Friday between 9.00am and 5.00pm (Sydney Time). Canadian Branch Shareholders should contact their broker or financial adviser or call the Depositary Agent toll free at 1-800-564-6253 for assistance with respect to acceptance of the Offer.

This announcement has been authorised for release by the Bidder's board of directors.



Du Qiang
Director
Shandong Gold Mining (HongKong) Co., Limited

² Payment will be dispatched within 3 business days of acceptance.