



Shandong Gold Mining Co., Ltd.
Building 3 Shuntai Plaza 2000 Shunhua Road
Jinan, 250100 P.R. China

ASX Release

27 January 2021

Compulsory acquisition of remaining Cardinal Shares

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, 24 November 2020, 29 December 2020 and 12 January 2021) (**Shandong Gold Offer** or **Offer**). The Offer was contained in the bidder's statement issued by the Bidder and dated 11 August 2020 (as supplemented on 7 September 2020, 19 October 2020, 24 November 2020 and 29 December 2020) (**Bidder's Statement**).

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

Compulsory acquisition of remaining Cardinal Shares

The Offer closed on 19 January 2021 and the Bidder now has a relevant interest in 95.62% of all Cardinal Shares.

The Bidder intends to compulsorily acquire all remaining Cardinal Shares that it does not hold. Compulsory acquisition notices and related correspondence will be dispatched to all remaining Cardinal shareholders.

A copy of the compulsory acquisition notice (**Notice**) accompanies this announcement for the purposes of section 661B(1)(d) of the *Corporations Act 2001* (Cth).

In accordance with ASX Listing Rule 17.4, Cardinal's shares will be suspended 5 business days after the date of the Notice, being 3 February 2021. Once suspended, ASX will remove Cardinal from the official list of ASX at the close of trading on a date to be determined.

Cardinal will shortly request that Cardinal shares be delisted from the Toronto Stock Exchange.

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

A handwritten signature in black ink, appearing to be the name "Du Qiang".

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

Annexure

For personal use only

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

Name of target company or body

Tick applicable box(es)

Name of bidder

Tick one box

Date offers closed or are scheduled to close

Tick applicable box(es).
(see subsection 661A(4) and (4A))

Description of securities

Description of securities

Tick one box

To each holder of:

ORDINARY SHARES

('Bid Class Securities')

in

Name ('the Company')

CARDINAL RESOURCES LIMITED

ACN/ARBN/ARSN

56 147 325 620

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

1. Under a takeover bid offers were made by

SHANDONG GOLD MINING (HONGKONG) CO., LIMITED

in respect of the acquisition of Bid Class Securities in the company.

The offers

- closed
- are scheduled to close

on

Date

1 9 / 0 1 / 2 1
[D] [D] [M] [M] [Y] [Y]

2. You are, as at the date of this notice, the holder of one or more of the following

- securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being
- the following securities in the bid class in which the bidder has a relevant interest

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

- 661A(1)
- 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

Continued... Notice

Date of lodgement

- 4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date

/ /
 [D] [D] [M] [M] [Y] [Y]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

- 5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

- 6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
- the end of the offer period.

- 7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

- 8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

Du Qiang

Capacity

Director

Signature



Date signed

/ /
 [D] [D] [M] [M] [Y] [Y]

For personal use only



27 January 2021

Dear Cardinal Shareholder

COMPULSORY ACQUISITION OF CARDINAL RESOURCES LIMITED SHARES

Shandong Gold Mining (HongKong) Co., Limited, an entity incorporated in Hong Kong as a limited liability company, Company Number 2489909 (**Bidder**), refers to its off-market takeover bid (**Offer**) for all of the ordinary shares in Cardinal Resources Limited ACN 147 325 620 (ASX/TSX:CDV) (**Cardinal**) dated 13 August 2020.

The Bidder now has a relevant interest in 95.62% of the shares in Cardinal.

As a result of having a relevant interest in greater than 90% of Cardinal shares, the Bidder now has the right to compulsorily acquire all of the remaining Cardinal shares that it does not own under section 661A of the *Corporations Act 2001* (Cth).

The Bidder intends to compulsorily acquire your Cardinal shares at the same price as the cash consideration of the Offer at A\$1.075 for each Cardinal share.

Enclosed is a copy of ASIC Form 6021 – *Notice of Compulsory Acquisition Following Takeover Bid* (**Notice**), which sets out the compulsory acquisition process.

On completion of the compulsory acquisition process, you will be eligible to receive payment for your Cardinal shares. You will receive a further communication from Cardinal regarding how to claim the amount payable in respect of your shares which have been compulsorily acquired.

In accordance with ASX Listing Rule 17.4, Cardinal's shares will be suspended 5 business days after the date of the Notice, being 3 February 2021. Following this suspension, ASX will remove Cardinal from the official list of ASX at the close of trading on a date to be determined.

Yours faithfully,

Du Qiang

Director
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No. 26 Harbour Road, Wan Chai
Hong Kong

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