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CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.

(a company incorporated under the laws of British Columbia, Canada with limited liability)

(HKEx Stock Code: 2099)

(TSX Symbol: CGG)

One Bentall Centre

Suite 1030, 505 Burrard Street, Box 31

Vancouver, British Columbia V7X 1M5

Telephone: 604-609-0598 Fax: 604-688-0598

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Meeting") of the shareholders of China Gold International Resources Corp. Ltd. (the "Company") (TSX: CGG) (HKEx: 2099) will be held in the Walker Room of the Terminal City Club located at 837 West Hastings Street, Vancouver, British Columbia, V6C 1B6, on Tuesday, June 14, 2011 commencing at 11:00 am Vancouver time, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2010, together with the report of the directors and the auditors thereon;
2. to set the number of directors of the Company at nine (9);
3. to elect directors for the ensuing year;
4. to appoint Deloitte Touche Tohmatsu as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. to grant to the board of directors a general mandate to allot, issue and otherwise deal with unissued shares not exceeding 20% of the issued share capital of the Company;
6. to grant to the board of directors a general mandate to repurchase shares not exceeding 10% of the issued share capital of the Company;
7. to extend the share allotment mandate by the addition thereto of the shares repurchased by the Company; and
8. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The board of directors has fixed April 20, 2011 as the record date for determining the shareholders entitled to receive notice of and to vote at the Meeting and at any adjournments thereof.

An Information Circular and a form of proxy accompany this notice. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder's shares are voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the Information Circular.

Please advise the Company of any change in your address.

DATED at Vancouver, British Columbia, this 29th day of April, 2011.

**BY ORDER OF THE BOARD OF DIRECTORS
OF CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**

“Jerry Xie”

Jerry Xie
Executive Vice President and Corporate Secretary

As of the date of this notice the executive directors are Zhaoxue Sun, Xin Song, Zhanming Wu and Xiangdong Jiang, the non-executive director is Bing Liu and the independent non-executive directors are Ian He, Yunfei Chen, Gregory Hall and John King Burns.